

HORSE CREEK ACADEMY
BOARD BY-LAWS

Article I. Name, Purpose, Legal Status

Section 1. Name

The name of the charter school is Horse Creek Academy (hereinafter referred to as "HCA").

Section 2. Registered Office and Agent

The registered office and the registered agent of HCA shall be initially designated in the Articles of Incorporation and may be changed from time to time at the Board's discretion by giving notice of such change to the South Carolina Secretary of State. The registered office shall be the same address as that of the registered agent.

Section 3. Legal Status

HCA is a South Carolina nonprofit corporation and a public charter school. HCA has such powers as are now, or may hereafter be, granted by the South Carolina Nonprofit Corporation Act of 1994, as amended, and the South Carolina Charter Schools Act of 1996, as amended.

Section 4. Purpose

The purpose of HCA is to effectively educate pre-school through pre-college and pre-employment students for active participation in a 21st Century society as productive, self-sufficient adults; to see this in reality is HCA's Vision! HCA shall be operated exclusively for educational objectives and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 5. Non-Discrimination

HCA shall comply with all applicable federal and South Carolina laws and regulations prohibiting discrimination on the basis of race, national origin, ethnicity, sex, gender, religion, age, disability, marital status, sexual orientation, and veteran status. HCA is committed to nondiscrimination in all of its educational, employment, and student admission activities.

Article II. Members

HCA shall have no members. *All* rights which would otherwise, by law, vest in the members shall vest in the Board of Directors.

Article III. Governing Body

Section 1. Powers and Duties

The business affairs and property of HCA shall be managed by its Board of

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Directors. Without limiting the general powers conferred by these Bylaws and provided by law, the Board of Directors shall have, in addition to such powers, the following powers:

- a) To perform any and all duties imposed on the Board of Directors collectively or individually by law or by these Bylaws;
- b) To adopt and amend policies, rules and regulations consistent with law and these Bylaws for the management and control of HCA and its affairs;
- c) To lease, purchase, or otherwise acquire, by any lawful means, real and/or personal property which is necessary or convenient to fulfill HCA's purposes;
- d) To approve an annual HCA schedule of events and activities;
- e) To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose;
- t) To hire, supervise and direct an Executive Director who will be responsible for the day-to-day operations of HCA and to conduct an annual evaluation of the Executive Director's performance and contract;
- g) To assist in the development of and approve the annual budget and financial plan, which shall be monitored and adjusted as necessary throughout the year, and to develop and maintain a capital plan;
- h) To conduct grievance, employee dismissal, and student discipline hearings where required;
- i) To establish Board committees as necessary or desired;
- j) To cause an annual inspection or audit of the accounts of HCA, as well as any other audits required by law, to be made by a CPA to be approved by the Executive Board, showing in reasonable detail all of the assets, liabilities, revenues and expenses of HCA and its financial condition;
- k) To ensure ongoing evaluation of HCA and provide public accountability;
- l) To uphold and enforce all laws related to charter school operations;
- m) To improve and further develop HCA;
- n) To strive for a diverse student population reflective of the community;
- o) To ensure adequate funding for operation;
- p) To solicit and receive grants and other funding consistent with the mission of HCA with the objective of raising operating and capital funds;
- q) To carry out such other duties as required or described in the HCA charter.

Section 2. *Delegation*

The Board of Directors may delegate to committees or to members of the Board such powers as it may see fit, consistent with applicable law, for specified periods of time. The Board of Directors may establish standing or ad hoc committees for such purposes.

Section 3. *Regular Meetings*

The Board of Directors shall have the power to establish the time and place for holding regular meetings of the Board. The Board of Directors shall have discretion to change the time and place of such regular meetings, or to make them more or less frequent, with appropriate notice. The Board of Directors shall comply with the requirements set forth in the South Carolina Freedom of Information Act and any other applicable laws concerning notice and conduct of the Board of Directors' meetings.

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Section 4. *Special Meetings*

Special meetings of the Board of Directors may be called by the Chair and shall comply with the requirements set forth in the South Carolina Freedom of Information Act.

Section 5. *Emergency Meetings*

Emergency meetings of the Board of Directors may be called by the Chair, the Vice Chair in the Chair's absence, or three members of the Board of Directors in the absence of the Chair and Vice Chair. Emergency meetings do not require 24 hours' notice. An emergency is an unforeseen occurrence, or combination of circumstances, which call for immediate action or remedy. An emergency must be real and determined in light of the situation.

Section 6. *Quorum*

A simple majority of the constituent membership of the Board of Directors shall constitute a quorum.

Section 7. *Procedures*

The vote of a simple majority of the Directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these Bylaws. The Board shall keep written minutes of these proceedings in its permanent records. The most current edition of Robert's Rules of Order shall be the authority on all points not covered by law or these Bylaws.

Section 8. *Public Comment*

The HCA Board of Directors cordially invites the public to attend Board meetings. The HCA Board may, in its discretion, offer the public an opportunity to comment at Board meetings.

Article IV. Board Membership

Section 1. *Number of Directors*

The Board of Directors shall consist of nine (9) members, with seven members elected and two members appointed. A choice of membership of the Board will take place every year. [in odd calendar years, four elected seats and one appointed seat will be filled. In even calendar years, three elected seats and one appointed seat will be filled.]

Section 2. *Elections.*

A general election will take place every September. For each ballot, the voter may select a number of candidates equal to the open elected seats on the ballot and may not select the same candidate more than once on the same ballot. The elected seats shall be filled by a plurality-at-large of votes cast. Any ballot that does not comply with the requirements described above shall be considered void and will not be counted. A tie for any elected seat on the board will be determined by a special election.

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Section 3. *Appointments*

Appointed directors shall be appointed by the Executive Director as soon as possible after Board elections take place. Consideration of any individual for appointment as a Director must include reference to the qualifications for Directors.

Section 4. *Qualifications and Tenure.*

- a) Directors shall serve a term of two years and may serve additional terms (i.e. there are no term limits).
- b) Terms for elected members shall commence on October 1 of a given year, and terms for appointed members shall commence on October 1 of a given year, or as soon as possible thereafter upon appointment by the Executive Director. All expiring terms shall conclude on September 30 of a given year.
- c) At least fifty percent of the Board of Directors must be individuals who have a background in K-12 education or in a business.
- d) A person who has been convicted of a felony is not eligible to serve on the Board of Directors.
- e) Each Director is subject to the Rules of Conduct set forth in the South Carolina Code of Laws at Section 8-13-700 et seq., and each Director shall adhere to the provisions therein, including those governing conflicts of interest. No more than three individuals who have a " family member," as defined in S.C. Code Ann. § 8-13-100, employed by HCA shall be eligible to serve on the Board of Directors at the same time.
- f) Directors have a responsibility to attend Board meetings. Any Director who is absent from three consecutive regular meetings or a total of six regular meetings in a term is automatically removed from the Board for cause. Directors may participate in meetings by means of electronic equipment, to the extent permitted by law and acceptable to the Board, and any Director participating by means of electronic equipment shall not be deemed absent.
- g) All Directors must be residents of the State of South Carolina.
- h) A current employee of HCA is not eligible to serve on the Board of Directors.
- i) A previous employee that has been terminated within the past 7 years is not eligible to serve on the Board of Directors, as stated in the March 30, 2023 meeting minutes.

Section 5. *Vacancies.*

If a Director dies, resigns, or is removed from the Board, the vacant seat shall be filled in the manner by which the vacant seat was originally filled (election or appointment). If the vacant seat was originally filled by election, a special election shall be called as soon as possible to fill the vacant seat. If the vacant seat was originally filled by appointment, the Executive Director shall appoint a new Director as soon as possible. Any vacant seat with less than six months remaining in the term at the time the seat becomes vacant may not be filled and may remain open at the discretion of the Board of Directors. A Director who is elected or appointed to fill a vacant seat shall serve the remainder of the replaced Director's term.

Section 6. *Removal.*

Any Director may be removed from office for cause by a two-thirds vote of the

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Board of Directors holding office at the time of the vote, at a meeting at which a quorum is present, provided that written notice of the meeting is sent to all Directors at least seven days in advance of the meeting and such notice specifies that a purpose of the meeting is to vote on removal of the named Director(s). An email sent may constitute written notice. "Cause" may include malfeasance, misfeasance, incompetency, absenteeism, conflicts of interest, misconduct, persistent neglect of duty in office, or incapacity.

Section 7. Officers

The officers of the Board of Directors shall be Chair, Vice-Chair, Treasurer, and Secretary. After all board seats are filled by election and appointment, Board members may volunteer for officer positions, and the Board of Directors shall appoint one volunteer to each officer position for a one-year term. Officers may be reappointed to serve consecutive one-year terms. The Board of Directors will have the power to remove an officer at any time prior to the termination of such term by a majority vote of the Board of Directors currently holding office. Any officer vacancy that occurs for any reason may be filled by the Board of Directors.

- a) Chair - The Chair shall preside at all meetings of the Board of Directors and shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.
- b) Vice-Chair - The Vice-Chair shall, in the absence of the Chair, fill the role of Chair and preside at meetings, and shall otherwise perform duties assigned by the Chair or the Board of Directors.
- c) Secretary- The Secretary shall ensure that minutes of all Board meetings are taken and that all required notices of Board meetings are given. The Secretary shall also perform all duties incident to the office of Secretary and such other duties assigned by the Chair or Board of Directors.
- d) Treasurer - The treasurer shall have oversight responsibility and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the School, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, and shall also be granted access to all meetings of any financial discussion concerning HCA

Section 8. Training

After taking office, each Director shall complete the training required by the South Carolina Charter Schools Act, as amended, as soon as possible.

Article V. Property

HCA may acquire by gift, devise, purchase, lease, sublease, installment purchase agreement, land contract, option, or by any other means provided by law or otherwise, and hold in its own name buildings or other property for school purposes and interests in it which are necessary or convenient to fulfill its purposes. Real property may only be acquired, conveyed, or encumbered by a majority vote of the HCA Board of Directors.

Article VI. Fiscal Year

HCA's fiscal year shall run from July 1 through June 30. All of HCA's financial records shall be maintained according to Generally Accepted Accounting Principles

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Article VII. Indemnification

HCA shall, to the extent pennitted by law, defend, indemnify, and hold harmless its Directors, employees, and agents from any and all liability, damage, expense, causes of action, suits, claims, or judgments arising from injury to persons or property or otherwise which arises out of the act, failure to act, or negligence of the charter school or its agents or employees, in connection with or arising out of the activity of the charter school, provided that the agent or employee is acting in good faith within the scope of his or her duties.

Article VIII. Amendments

These Bylaws shall be construed in harmony with South Carolina Charter Schools Act. These Bylaws may be amended, adopted, repealed, or restated by a two-thirds vote of the Board of Directors at any Regular meeting, provided that each Director is given at least seven (7) days prior written notice of the proposed adoption, amendment, repeal, or restatement to the Bylaws. Notice of the Regular meeting must state that the purpose, or one of the purposes, of the meeting is to consider a proposed change to the Bylaws.

Article IX. Dissolution

Upon dissolution of the HCA nonprofit corporation, its assets may not inure to the benefit of any private person. Any assets obtained through restricted agreements with a donor through awards, grants, or gifts must be returned to that entity. All other assets become property of the sponsor.

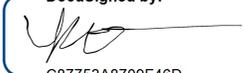
Article X. Certification

I hereby certify that I am the duly elected and acting Chair or Secretary of the HCA Board of Directors, and that the foregoing Bylaws constitute the Bylaws of HCA, as duly adopted by the Horse Creek Academy Board of Directors.

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HCA Board Chair

9/19/2023
Date

DocuSigned by:

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HCA Board Vice Chair

9/19/2023
Date

DocuSigned by:

29BB807124AB46D...
HCA Board Secretary

9/19/2023
Date

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