

# **Fox Creek High School Bylaws**

## **ARTICLE I - NAME AND OFFICES**

**Section 1. Name of Corporation.** The name of the Corporation shall be as specified in its Articles of Incorporation, to wit; Fox Creek High School (hereinafter referred to as the ("Corporation")).

**Section 2. Fictitious Name.** The Corporation may conduct business under the name: Fox Creek High School (hereinafter Charter School).

**Section 3. Address of Corporation.** The location and address of the registered office of the Corporation shall be 881 Currytown Rd, North Augusta, SC 29860.

## **ARTICLE II - NATURE OF CORPORATION**

**Section 1. Non-Profit.** The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.

**Section 2. Purposes.** The purposes for which the Corporation is to be formed is to organize a charter school pursuant to South Carolina Code Ann. § 59-40-5 et seq., South Carolina Code Ann. § 59-40-10 et seq., the South Carolina Charter Schools Act of 1996 (hereinafter "the Act"), and as set forth in the Articles of Incorporation.

### **Section 3. Limitations and Restrictions.**

(a) **Income and Distributions:** No part of the assets, income, or net earnings of the Corporation shall be distributable to or shall inure to the benefit of its Members, Trustees, Directors, Officers, or any Shareholder or Private Individual, but reasonable expenses may be reimbursed and reasonable compensation may be paid for services rendered to enable the Corporation to provide the functions for which it has been organized. No Member, Trustee, Director, or any Shareholder or Private Individual, shall be entitled to share in the distribution of any corporate assets on dissolution of the Corporation. Consistent with law, the remaining assets of the Corporation shall be distributed pursuant to South Carolina Code §59-40-120: Upon dissolution of a charter school, 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 shall be returned to that entity. All other assets become property of the sponsor.

(b) **Scope of Activity:** Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) Prohibited Transactions: No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

**Section 4. Non-Discrimination.** The Corporation shall be non-sectarian, non-religious 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. § 59-40-50 (B)(6).

**Section 5. Enrollment.** Subject to total enrollment limitations, enrollment in the school shall be open to any child in accordance with the South Carolina Charter Schools Act of 1996 and interpreted case law.

### **ARTICLE III-MEMBERS**

**Section 1. Charter School Members.** Members of the Corporation shall consist of all parents or guardians of students enrolled in the Charter School and all Charter School employees (hereinafter "Members").

**Section 2. Annual Meetings.** Annual meetings will take place on the second Thursday of May.

### **ARTICLE IV - BOARD OF DIRECTORS, CHARTER GOVERNING BOARD**

**Section 1. Management.** The Board means the governing body of the Charter School and also shall be the Board of Directors for the Corporation (hereinafter also referred to as "Board"). The business and affairs of the Corporation shall be managed by the Board. The Members shall act only as a Board.

**Section 2. Responsibilities.** The Board shall sign a Charter School Contract, ensure compliance with all of the requirements for a charter school provided by the South Carolina Charter Schools Act, employ and contract with teachers and non-teaching employees, contract for other services, develop pay scales, performance criteria, and discharge policies for the Charter School employees.

**Section 3. Number and Election.** The Board shall consist of not less than seven (7) and not more than thirteen (13) Directors. The Directors shall be elected annually by the parents or guardians of students enrolled in the Charter School and the employees of the Charter School. Families (parents or guardians) of students shall have one vote for each student enrolled in the Charter School. All other Members shall have one vote each. Directors shall be elected by having greater than 50% of the votes cast. In the event that there are more than 13 persons receiving greater than 50% of the vote, the 13 with the greatest number of votes shall be deemed duly elected. In the event there are ties where the number of Directors would exceed the 13 allowed by the bylaws, those Members present at the next regularly scheduled Board meeting shall participate in a runoff election.

**Section 4. Annual and Regular Meetings.** The annual meeting of the Board shall be held on the second Thursday of May each year. In addition, the Board shall also meet monthly at least (11) times each year. Meetings of the Board shall be general meetings and open for the transaction of 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 the By-laws.

**Section 5. 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 of the Board.

**Section 6. Place and Time of Meetings.** All meetings of the Board, including the annual meeting, shall be held at such places within or without the State of South Carolina, and at such times as shall be specified in the respective notices of such meetings or waivers thereof.

**Section 7. Notice of Meetings.** Every meeting of the Board shall be served personally or by mail on each Director not less than three (3) nor more than fifteen (15) days before the meeting. Such notice shall state the time, place and date, where the meeting is to be held, and for special meetings, in addition, the purpose or purposes for which the meeting is called. If mailed, such notice shall be directed to each Director entitled to notice at his/her address as it appears on the books or records of the Corporation. Notices of the meetings shall be posted in the school where regularly scheduled meetings are normally posted, in accordance with the Freedom of Information Act. Public notice shall, however, not be required in the case of an emergency meeting or a conference as defined in the Freedom of Information Act.

**Section 8. Open Meetings.** All official actions and all deliberations by a quorum of the Board shall take place at a meeting open to the public, as provided in the Freedom of Information Act, except in cases where executive sessions are authorized pursuant to the Freedom of Information Act.

**Section 9. Quorum.** In all meetings of the Board, the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum otherwise provided by law or by the Bylaws; the act of a majority of the Directors 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.

**Section 10. Resignation and Removal of Directors .** Any Director may be removed at any time with cause at any meeting of the Board by a vote of the Board of the Corporation called for that purpose. Cause will be considered failure to organize or neglect of duty according to the South Carolina Charter Schools Act. Any Director may resign at any time during the elected year of service. Directors shall be expected to attend at least eighty percent (80%) of all board meetings and all meetings of the committee or committees on which he or she has agreed to serve.

**Section 11. Vacancies.** In the event any vacancy occurs on the Board, by death or resignation, which causes the number of directors to fall below seven (7), the vacancy will be filled within 30 days in accordance with the election procedures as outlined in South Carolina Code Ann. § 59-5-10 et seq. which conforms with the Act. At all times, the Board shall consist of not less than seven (7) Board Members.

**Section 12. Compensation and Expenses.** Directors shall serve without compensation but may be reimbursed for expenses incurred when acting at the request of and on behalf of the Board.

**Section 13. Qualifications of the Board of Directors.** Directors shall qualify under all requirements of the South Carolina Charter Schools Act. Directors shall be at least twenty-one (21) years of age, and shall hold at least a high school diploma or its equivalent. Any such qualified person seeking election to the Board of Directors must submit to a reasonable screening process by the current Board of Directors, which may include the provision of a written statement of personal education philosophy.

**Section 14. Bylaw Amendments.** Amendments to the Bylaws will occur at a regularly scheduled Board meeting after written prior notice and discussion at minimum of one meeting where a quorum is present. New Bylaws may be adopted, amended or repealed by a majority vote of the Board. *Any Amendments to the Bylaws, which are inconsistent with the South Carolina Charter Schools Act or would result in the Corporation's loss of its ability to claim Non-profit status under either the Internal Revenue Code or the South Carolina Non-profit Corporation Act, shall be null and void.*

**Section 15. Bylaw Reviews.** Bylaws will be reviewed at least once every three years and shall be documented as to the date of review.

## ARTICLE V – OFFICERS

**Section 1. Number of Officers.** The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. 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 of Directors. The President shall be the Chairperson of the Board of Directors.

**Section 2. Election of Officers.** The officers shall be elected annually at the first meeting of the Board after the annual meeting by a majority of the votes cast by the Board and they may succeed themselves. Each person elected an 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 earlier death or resignation in accordance with the Bylaws. Vacancies of officers may be filled by a vote of the Board at a special meeting called for that purpose or at any regular meeting.

**Section 3. Additional Officers.** The Board, at any meeting, may by resolution appoint such additional officers and such agents, 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.

#### **Section 4. Duties**

The officers selected above shall have the following duties:

(a) **President.** The President shall perform the following duties:

1. Shall preside at all meetings;
2. Shall be the chief executive officer of the Organization subject to the control of the Board of Directors;
3. Shall supervise and control the management of the Organization in accordance with these By-Laws and the Articles of Incorporation;
4. Shall serve as Chairman of the Board;
5. Shall appoint all committees with the consent of the majority of the Board of Directors.
6. Shall be ex-officio member of each committee except the Nominating Committee;
7. Shall present a report of the Organization for the preceding year at the annual meeting in May of each year.
8. Shall call Special Meetings in accordance with the By- laws.

(b) **Vice-President.** The Vice-President shall perform the following duties:

1. Shall perform all duties of the President in the absence of the President or in the event the President becomes incapacitated;
2. Shall perform any duties appropriate to the position of Vice-President and as specified by vote of the Board of Directors.

(c) **Secretary.** The Secretary shall perform the following duties:

1. Shall keep minutes of all meetings, including a roll of those in attendance and maintain a file thereof;
2. Shall notify the Board of Directors of all special meetings;
3. Shall notify Board of committee appointments;
4. Shall maintain a file of all minutes and other corporation records at a location specified by the Board of Directors;
5. Shall perform any other duties appropriate to this position as specified by the Board of Directors.

(d) **Treasurer.** The Treasurer shall perform the following duties:

1. Shall oversee the receipt of all monies due and donations to the Organization and the deposit of these in the bank checking account established by the Board of Directors;
2. Shall supervise the payment from corporation funds of all amounts due for the purchase of goods or services for the operation or activities of the corporation;
3. Shall report in writing to the Board of Directors when appropriate, but in no event less than annually, details of the financial condition of the corporation, and to report to the Board the financial condition of the Organization and such other information as may be requested;
4. Shall transfer or oversee the transfer, from time to time, amounts to and from the reserve fund, and to and from the checking account, but make no withdrawals from the reserve fund in excess of Five Hundred Dollars (\$500.00) without prior approval of the Board;
5. Shall make certain that 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 was payable to the order of the Corporation;
6. Shall invest the reserve fund in interest-bearing obligations of a bank, federal savings and loan association or the United States Treasury or such other investments as may be determined by the Board of Directors;
7. Shall allow, upon written request by any member or Director, the Organization's books to be examined during regular business hours at the School, or at any regular or special meeting of the Board of Directors;
8. Shall allow checks to be drawn on the Organization's checking accounts and savings withdrawals, when signed by properly authorized officers or employees as designated by the Board of Directors and the Treasurer;
9. Shall maintain accurate financial records concerning the operation of the Organization and to maintain such records at a location specified by the Board of Directors;
10. Shall maintain all Organization documents and records in a safe place and in such a manner as shall be directed by the Board of Directors;
11. Shall submit the annual budget for the Organization to the Board of Directors;
12. Shall work in conjunction with the staff in preparation of grant proposals and any other fund-seeking activity;

13. Shall supervise the collection of information for and the preparation of tax filings for the Organization.

## ARTICLE VI – COMMITTEES

**Section 1. Standing Committees.** The Corporation shall maintain the following standing committees with the duties specified below:

(a) **Funding Committee.** This Committee will investigate and pursue the yearly funding for the Corporation, including additional funding for the Corporation to include awards, grants or gifts.

(b) **Long Range Planning Committee.** This Committee shall set long-term goals and objectives for the Corporation.

(c) **Nominating Committee.** The Nominating Committee shall consist of five (5) Members and/or Directors of the Corporation, appointed by the President with the approval of the Board. The Nominating Committee shall propose the slate of Board nominations for approval by the Board in a ballot form by the regularly scheduled April meeting for the election to be held at the annual meeting on the second Thursday in May.

**Section 2. Ad Hoc Committees.** The Board may from time to time, by resolution, constitute such Ad Hoc Committees of members, officers, or non-members with such functions, powers and duties as the Board deems necessary or appropriate, unless the Board shall provide otherwise, each Committee shall enact rules and regulations for its governance.

**Section 3. Chairpersons.** The President shall appoint chairpersons for each Standing and ad hoc Committee. The Standing Committee appointments will take place within thirty (30) days after the President assumes his or her Responsibilities, and the Secretary shall immediately notify each such chairperson of his or her appointment. A Director shall be appointed to serve as chair of a standing committee.

## ARTICLE VII MISCELLANEOUS PROVISIONS

**Section 1. Finances.** All financial accounts in any financial institution shall be held in the name of the Corporation with authority in those authorized officers as designated by the Board and the Treasurer.

**Section 2. Fiscal Year and Audit.** The fiscal year of the Corporation shall end at the same date as the fiscal year of the sponsoring district. The Treasurer of 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.

**Section 3. 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 pecuniarily for any purpose or in any amount.

**VIII. LIMITATION OF TRANSFER OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation or the Charter School, the Board of Directors, after paying or making provisions for the payment of all liabilities of the Corporation or Charter School, dispose of all the assets so that no assets inure to the benefit of any private person. Any assets obtained through restricted agreements with a donor or through awards, grants, or gifts, shall be returned to the entity. All other assets become property of the sponsor.

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Reviewed and adopted by the Fox Creek High School Board of Directors on March 19, 2007.

Wayne Fuller  
Fox Creek High School Board Secretary

Sherolyn Bishop  
Fox Creek High School Board Chair

Note: A signed copy on file at the school.