

**BYLAWS
OF
COASTAL MONTESSORI CHARTER SCHOOL**

**ARTICLE I
NAME, PURPOSE, LEGAL STATUS**

Section 1. Name. The name of the organization is Coastal Montessori Charter School (hereinafter referred to as "CMCS").

Section 2. Legal status. CMCS is a South Carolina nonprofit corporation and a public charter school. CMCS 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 3. Purpose. The purpose of CMCS is to produce highly educated, self-directed, socially responsible citizens who work collaboratively, respectfully, and peacefully as individual yet interdependent learners in a diverse and nurturing community. Through the unique combination of empirically validated Montessori principles, localized charter governance, and open access, CMCS further aims to provide Georgetown County School District with an academically excellent, financially accountable public-school choice. CMCS is organized exclusively for educational objectives and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 4. Nondiscrimination policy. CMCS shall comply with all applicable laws and regulations prohibiting discrimination based on race, national origin, ethnicity, sex, gender, religion, age, disability, marital status, sexual orientation, and veteran status. CMCS is committed to nondiscrimination in all of its educational, employment, and student admission activities.

Section 5. Registered office and agent. The registered agent of CMCS may be changed from time to time at the Board of Directors' discretion by giving notice of any change to the South Carolina Secretary of State. The registered office shall be the same address as that of the registered agent.

**ARTICLE II
MEMBERS**

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

**ARTICLE III
BOARD OF DIRECTORS POWERS AND DUTIES**

Section 1. Management. The business affairs and property of CMCS shall be managed by the Board of Directors.

Section 2. General Powers. The Board of Directors' primary duties include establishing policies, setting and approving the annual budget, fiscal management, contracting for needed services, strategic planning, fundraising, ensuring that CMCS will adhere to health, safety, civil rights, and disability rights requirements, hiring and evaluating a school leader, and assessment of CMCS's effectiveness in manifesting its mission.

Section 3. Delegation. The Board of Directors may delegate to committees or to members of the Board of Directors such powers as the Board sees fit, consistent with applicable law, for specific periods of time. The Board of Directors may establish standing or ad hoc committees for such purposes.

Section 4. 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 Director's meetings.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or four (4) members of the Board of Directors and shall comply with the requirements set forth in the South Carolina Freedom of Information Act.

Section 6. 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 7. Meeting by Telephone or Video Conference. Any one or more Directors may participate in a meeting of the Board of Directors by telephone, video conference, or a similar means of communication which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting. Additionally, in the event the meeting itself is a telephone conference or video conference, without a specific location, notice of the meeting shall include a means by which the public may attend the meeting electronically.

Section 8. Quorum. A simple majority of the constituted membership of the Board of Directors shall constitute a quorum.

Section 9. 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. Voting by proxy is not allowed. The Board shall keep written minutes of these proceedings in its permanent records.

Section 10. Public Comment. The Board of Directors may, in its discretion, offer the public an opportunity to comment at Board meetings.

ARTICLE IV BOARD OF DIRECTORS MEMBERSHIP

Section 1. Number of Directors. The Board of Directors shall consist of nine (9) Directors, with five elected and four appointed. A choice of membership of the Board will take place every year. In even calendar years, three elected seats and two appointed seats will be filled. In odd calendar years, two elected seats and two appointed seats will be filled.

In addition to the nine Directors, Georgetown County School District, or their representative, (hereinafter referred to as the "District") may appoint one Director to the Board who shall serve as a non-voting, ex-officio Director. This Director may be an employee of the District. There shall be no other ex-officio Directors except as identified in the bylaws.

Section 2. Qualifications and Tenure. Directors, excluding the ex-officio Director, will serve a term of two years and may serve no more than two consecutive terms, thereafter, the Director must wait at least thirty-six (36) months before seeking a new term. Terms for elected members shall commence on May 1 of a given year, and terms for appointed members shall commence on May 1 of a given year, or as soon as possible thereafter upon appointment by the Board. All expiring terms shall conclude on April 30 of a given year.

The Board composition shall meet all the following parameters:

1. In accordance with the South Carolina Charter Schools Act of 1996, as amended, at least fifty percent (50%) of the Directors of the Board must be individuals who have a background in K-12 education or in business.
2. By July 1, 2021, at least three of the Directors shall be at-large community members who reside in Georgetown County and are not parents/guardians of current CMCS students.
3. The Board shall appoint Directors who will add to the diversity of experience and perspectives of the Board and shall be inclusive with respect to race, gender, and geographic areas of the County.

Each Director must be a resident of the State of South Carolina. Prior to taking office, a background check will be performed and a person who has been convicted of a felony shall not be eligible to serve on the Board of Directors.

Current employees of CMCS and their immediate family members are not eligible to serve on the Board of Directors. Former CMCS employees and their immediate family members must wait at least twenty-four (24) months following the end of their employment with CMCS to become eligible to serve on the Board. Excluding the ex-officio Director appointed by the District, employees of the District are not eligible to serve on the Board.

Section 3. Elections. A general election will take place every Spring. The general election schedule will be published at least thirty days prior to the election. There will be two (2) types of Director seats elected each year:

1. For the general election, one elected seat will be designated to be filled by a community member who resides in Georgetown County and is not a parent/guardian of a current CMCS student. For each vote, a voter shall cast one vote to fill this seat and the seat will be filled by a plurality-at-large of votes cast.
2. For other open seats, for each vote, the voter may select a number of candidates equal to the remaining open elected seats on the ballot, which shall be filled by a plurality-at-large of votes cast. For each vote, a voter may not select the same candidate more than once.

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 run-off election.

Section 4. Appointments. Annual appointments to the Board of Directors shall be made as soon as possible after the general election takes place. Appointments must be made by a majority vote of the Directors then in office. Consideration of any individual for appointment as a Director must be made to ensure compliance with the parameters of Board Composition described in Section 2 of this Article.

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 it 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 Board 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 remain open and not be filled 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. A Director that fills a vacant seat and serves the remainder of a term shall be eligible to serve two consecutive terms as referenced in Article IV Section 2.

Section 6. Removal. A Director may be removed from office for cause by a two-thirds vote of the Board of Directors holding office at the time of the vote, 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). This provision does not apply to ex-officio Director non-voting member who is appointed by the District.

Section 7. Officers. The officers of the Board shall be Chair, Vice Chair, Secretary, and Treasurer. The officers shall be nominated and elected by the Board of Directors to serve a one-year term after the appointment of new Board members. Officers may be reelected to serve consecutive one-year terms. It is the expectation that all officers shall attend all Board meetings, and if an officer is unable to attend a meeting, he or she shall notify the Chair who will ensure all

duties are fulfilled. The Board of Directors shall 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 perform the duties of the Chair in the absence of the Chair and shall assist the Chair in the discharge of its leadership duties.

(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 duties assigned by the Chair or Board of Directors.

(d) **Treasurer.** The Treasurer shall have financial 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 CMCS, 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 the CMCS.

Section 8. 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 9. 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 **CONFLICT OF INTEREST POLICY**

The Board of Directors shall develop a conflict of interest policy applicable to Board members and employees of the School and consistent with the requirements set forth in the South Carolina Rules of Conduct, S.C. Code Ann. § 8-13-700 et seq.

ARTICLE VI **INDEMNIFICATION AND INSURANCE**

CMCS shall, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify and hold harmless all Directors, Officers, and Employees 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, its agents and employees, in connection with or

arising out of the activity of CMCS, so long as such Directors, Officers, and Employees acted in good faith and within the scope of their office or employment.

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Director, Officer, or Agent of CMCS against any liability asserted against or incurred by such persons in said capacity or arising out of his or her status as such, whether or not CMCS would have the power to indemnify such persons against that liability under the provisions of this Article.

ARTICLE VII **FISCAL YEAR**

CMCS's fiscal year shall run from July 1 through June 30. All of CMCS's financial records shall be maintained according to Generally Accepted Accounting Principles (GAAP) on a July 1 through June 30 fiscal year basis.

ARTICLE VIII **AMENDMENTS TO BYLAWS**

These Bylaws may be adopted, altered, amended, or repealed by a two-thirds (2/3) vote of the voting members of the Board of Directors at any regular meeting, provided that each member 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 and must contain or be accompanied by a copy of the change. An amendment to these Bylaws must not be retroactively enforced, unless the amendment expressly provides for retroactive enforcement.

ARTICLE IX **GOVERNING LAW**

These Bylaws are executed and delivered in the State of South Carolina and will be governed by, construed, and administered in accordance with the laws of the State of South Carolina.

ARTICLE X **DISSOLUTION**

Upon dissolution of CMCS, 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 XI **CERTIFICATION**

I hereby certify that I am the duly elected and acting Chair for CMCS and that the foregoing Bylaws constitute the Bylaws of CMCS, as duly adopted by affirmative vote of the Board of Directors.

Tyler M. Eastburn, Chair