

**BYLAWS
OF
HIGH POINT ACADEMY INC.**

**Article I
Name, Legal Status, and Purpose**

1.1. Name. The name of the organization is High Point Academy Inc. (hereinafter referred to as “HPA”).

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

1.3. Corporate Purpose. HPA has not been formed for the making of any profit, or personal financial gain. The assets and income of HPA shall not be distributable to or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. HPA shall not carry on any activities not permitted to be carried on by organization exempt from federal income tax. HPA shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. HPA 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.

1.4. Nondiscrimination Policy. HPA 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. HPA is committed to nondiscrimination against protected classes in all of its educational, employment, and student admission activities.

1.5. Registered Office and Agent. The registered agent of HPA 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**

HPA 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**

3.1. Powers and Duties. Without limiting the general powers conferred by these Bylaws and provided by law, the Board of Directors shall have 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 consistent with federal, state, and local law and these Bylaws;
- c) To lease, purchase, or otherwise acquire, by any lawful means, real and/or personal property which is necessary or convenient to fulfill HPA's purposes;
- d) To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose;
- e) To hire, supervise, and direct a Superintendent who will be responsible for the day-to-day operations of HPA and to conduct an annual evaluation of the Superintendent's performance and contract;
- f) 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;
- g) To conduct grievance and student discipline hearings, when required;
- h) To establish Board committees as necessary and convenient to fulfill HPA's purposes;
- i) To ensure ongoing evaluation of HPA and provide public accountability;
- j) To improve and further develop HPA;
- k) To solicit and receive grants and other funding consistent with the mission of HPA with the objective of raising operating and capital funds;
- l) To contract for an annual financial audit; and
- m) To ensure that HPA will adhere to the same health, safety, civil rights, and disability rights as are applied to public schools operating in the local school district in which HPA is located; and
- n) To carry out such other duties as required or described in the HPA charter.

3.2. Delegation. The Board of Directors may delegate to committees, members of the Board of Directors, or others as appropriate such powers and duties as the Board of Directors sees fit, consistent with applicable law, for specified periods of time. The Board of Directors may establish standing or ad hoc committees for such purposes. The Board of Directors will retain any powers and duties required by law to be exercised by the Board of Directors.

3.3. Regular Meetings. The Board of Directors shall have the power to establish the time and place for holding regular meetings of the Board of Directors. The Board of Directors shall have the 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.

3.4. 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.

3.5. 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 the Vice Chair. Emergency meetings do not require twenty-four hours' notice. An emergency is an unforeseen occurrence, or combination or circumstances, which call for immediate action or remedy. An emergency must be real and determined in light of the situation.

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

3.7. Procedures. The vote of a simple majority of the Directors present and voting 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. Each Director, including the Chair, shall have the opportunity to vote unless restricted by applicable law. The Board shall keep written minutes of its proceedings in its permanent records.

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

Article IV Board Membership

4.1. Number of Directors. The Board of Directors shall consist of nine (9) Directors, with five (5) elected and four (4) appointed. A choice of membership of the Board of Directors will take place every year. In even calendar years, three (3) elected seats and two (2) appointed seats will be filled. In odd calendar years, two (2) elected seats and two (2) appointed seats will be filled.

4.2. Tenure and Qualifications of Directors.

- a) Directors shall serve a term of two years and may serve additional consecutive terms (i.e. there are no term limits).
- b) Terms for elected members shall commence on July 1 of a given year, and terms for appointed members shall commence on July 1 of a given year, or as soon as possible thereafter upon appointment by the Board of Directors. All expiring terms shall conclude on June 30 in a given year.
- c) Fifty percent (50%) of the members of the Board of Directors must be individuals who have a background in K-12 education or in 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 the Board of Director's conflict of interest policy, and each Director shall adhere to the provisions therein.
- f) Each Director must be a resident of the State of South Carolina.
- g) Two members of the same household cannot serve on the Board of Directors at the same time.
- h) HPA employees are prohibited from serving on the Board of Directors during their employment.

4.3. Elections. A general election shall take place every Spring. The general election schedule and election procedures shall be published by the Board of Directors at least thirty days prior to the election. Each voter may select a number of candidates equal to the open elected seats on the ballot.

The elected seats shall be filled by a plurality-at large of the votes cast. No voter may cast more than one vote for the same candidate on the same ballot. Any ballot that does not comply with the requirements described above will be considered void and will not be counted. A tie for any elected seat on the Board will be determined by a special election.

4.4. Appointments. Annual appointments to the Board of Directors shall be made as soon as possible after the general election takes place and must be by a majority vote of the Directors holding office. Consideration of any individual for appointment as a Director must include reference to the qualifications of Directors.

4.5. 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 within a reasonable time, not to exceed ninety (90) days. 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 (6) 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.

4.6. Removal of a Director. Any Director may be removed from office for cause by a two-thirds vote of the Board of Directors holding office at the time at a meeting at which a quorum is present, provided that written notice of the meeting is sent to all Directors at least seven (7) 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). Cause may include, but is not limited to, malfeasance, misfeasance, absenteeism, unresolved conflicts of interest, misconduct, persistent neglect of duty, incompetence, or incapacity.

4.7. Officers. The officers of the Board of Directors shall be Chair, Vice Chair, Secretary, and Treasurer. The officers shall be nominated and elected by the majority of the Board of Directors currently holding office to serve a one-year term as an officer after the appointment of new Board members. Officers may be reelected to serve consecutive one-year terms as officers. 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 other 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 HPA, 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 HPA.

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

4.9. 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.

Article V Conflict of Interest

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 Fiscal Year

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

Article VII Defense of Action

HPA 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 HPA, so long as such Director, officer, and employee acted in good faith and within the scope of their office or employment.

Article VIII Amendment to Bylaws

These Bylaws shall be construed in harmony with South Carolina Charter Schools Act and other applicable law. These Bylaws may be amended, altered, repealed, or restated by a majority vote of the Board of Directors at any 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, as well as the original. An amendment to these Bylaws must not be

