

Appendix F: The By-laws

of

James Island Charter High School

JAMES ISLAND CHARTER HIGH SCHOOL

BYLAWS

Adopted:

ARTICLE I - NAME, ADDRESS

Section 1.1 Name of Corporation. The name of the Corporation is James Island Charter High School (hereinafter referred to as the ("Corporation")). The Corporation shall have a seal bearing the word "seal" in the center and having the words "James Island Charter High School" encircling the edge.

Section 1.2 Address of Corporation. The location and address of the registered office of the Corporation shall be 1000 Ft. Johnson Road, Charleston, SC 29412.

ARTICLE II - DECLARATION AND PURPOSE.

Section 2.1 Non-Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.

Section 2.2 Purposes. The purposes for which the Corporation is to be formed are as set forth in the Articles of Incorporation.

Section 2.3 Non-Discrimination. The Corporation shall be non-religious and shall accept students and hire staff 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.

Section 2.4 Enrollment. Subject to total enrollment limitations, enrollment in the school shall be open to any child in accordance with the South Carolina Charter School Law of 1996, as amended.

ARTICLE III - MEMBERS

Section 3.1 No Members: The Corporation shall have no members. Any action that would otherwise, by law, require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights that would otherwise, by law, vest in the members shall vest in the Board. Members elected or appointed to the Board shall be known as "Directors." Nothing in this Article III shall be construed to limit the Corporation's right to refer to persons associated with it as "members," even though such persons are not members. The Board may also, but without establishing membership, create an advisory council or honorary board or such other auxiliary groups as it deems appropriate to advise and support the Corporation.

Section 3.2 Place and Time of Meetings. All meetings of the members and Board shall be held at the school at 1000 Ft. Johnson Road, Charleston, South Carolina, and at such times as shall be specified in the respective notices of such meetings or waivers thereof.

Section 3.3 Resignation and Removal of Directors. Any director may be removed at any time by the Board for cause. Any director may resign at any time.

ARTICLE IV - BOARD OF DIRECTORS AND GOVERNING

Section 4.1 Management. The Charter Board of Directors means the governing body of the Charter School and also the Board of Directors of the Corporation. The Board of Directors (hereinafter sometimes referred to as the "Board") shall manage the business and affairs of the Corporation. The members and directors shall act only as a Board.

Section 4.2 Responsibilities.

- The Board shall sign a Charter School Contract;
- operate in a manner consistent with codes of ethics and conduct for governing bodies;
- employ and contract non-CCSD teachers, administrators from recommended candidates presented by members of the Leadership Team;
- contract for other services, including, but not limited to accounting, transportation, and legal;
- ensure compliance with all of the requirements for a charter school as provided by the South Carolina Charter School Law as well as Federal laws;
- maintain a positive working relationship with Charleston County School District;
- adopt and approve the annual budget;
- oversight of curriculum as developed by the School Leadership Team;
- assist in fundraising activities for the school;

- evaluate the school year vis-a-vis the annual report;
- approve operating procedures;
- approve pay scales, performance criteria, and discharge policies;
- evaluate the Principal;
- hear appeals for teacher dismissals and student expulsions;
- build and maintain parent, educator, and community partnerships; and
- establish and monitor an email account including BOD meeting agendas 24 hours prior to meeting and provide minutes within 7 calendar days of the meeting.

The job of teaching is left to the control and decision-making of professional educators.

Section 4.3 Number, Grouping, and Election. The Board shall consist of seven (7) directors, selected from three identified groups, and in accord with the following provisions:

A. Four (4) of the directors, legal parents/guardians of currently-enrolled students at the time of the election, shall be elected at-large for a two-year term.

B. Three (3) community members, who are not legal parents/guardians of currently enrolled students, who do not meet the criteria for paragraph “A,” and who are from the district 3 constituent attendance zones served by the James Island community schools shall be elected to serve for a two-year term.

C. Per South Carolina Charter law, fifty percent of the members of the board must be individuals who have a background in K-12 education or in business. This will be verified through the election process.

The chairperson and co-chairperson of the leadership team shall serve as the (2) ex-officio members of the Board without a vote.

Directors shall be elected by a plurality of the cast votes of those voting.

The principal of James Island Charter High School shall serve on the Board as an advisor and ex officio member without a vote. The principal of James Island Charter High School shall have authority to issue payment up to a limit of Fourteen thousand, nine hundred Dollars (\$14,900) without first obtaining authority from the Board of Directors.

Board members must sign the JICHS Code of Conduct and Code of ethics. Any director may be removed at any time for 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 §59-40-75 of the South Carolina Charter School Act of 1996,

as amended. Directors shall be expected to attend at least sixty-six percent (66%) of all board meetings and of all meetings of the committee or committees on which he or she has agreed to serve. A director shall be removed for conviction of a felony crime or crime of moral turpitude. Any representative may resign at any time. At the discretion of the Chairperson, Board action may be approved telephonically or electronically and ratified at the next subsequent meeting.

Nothing herein shall preclude any member from seeking a maximum of two consecutive full terms on the Board of Directors.

Section 4.4 Board Vacancies. The Board shall fill Board vacancies with qualified candidate chosen by members of the Leadership Team within thirty (30) days by appointing a new director of the group whose departure created the vacancy to serve until the next annual meeting, at which time, the members of the represented group whose departure created the vacancy shall elect a director to serve for the remainder of the unexpired term of the director whose departure created the vacancy.

Section 4.5 Officers. The officers of the Corporation shall be a Chairperson, one Vice Chairperson, a Secretary, and a Treasurer. The officers shall perform such duties as usually pertain to the offices that they hold or as may be assigned to them by the Board.

The officers, elected members of the Board of Directors, shall be elected annually at the first meeting of the newly sworn-in Board by a majority of the votes cast. Officers may succeed themselves in office.

Section 4.6 Committees. As soon as practicable after the annual meeting of the members, the President shall, subject to the Board's approval and stated provisions to the contrary herein, appoint the chairperson of the standing committees identified hereafter from among the Board. Chairpersons shall hold office at the discretion of the Board.

Section 4.7.1 Selection Committee. The Selection Committee shall consist of members of the Leadership Team. The Selection Committee shall meet en banc and, upon a three-fourths vote of all of the committee members, nominate to fill Board and/or Disciplinary Committee, vacancies as required in event of removal for cause and, when may be required, for the unexpired portion of any term.

Section 4.7.2 Disciplinary Review Committee. The Disciplinary Review Committee shall consist of five (5) members. The committee shall be qualified parents of current JICHS students elected annually to serve for the ensuing year.

The Disciplinary Review Committee, meeting en banc, shall be empowered to examine all

facts, hear appeals, and render a decision pertaining to suspension and expulsion brought on an appeal of an Administration decision. A finding and recommendation of the Disciplinary Review Committee pertaining to any suspension and expulsion must be approved by three-fourths of the members of the Committee. The student or the JICHS Administration may appeal any suspension or expulsion finding and/or recommendation to the Board of Directors with the Board's decision on the issues being final and without further review.

Section 4.7.3 Leadership Team. The Leadership Team shall be comprised of the following teaching and administrative staff members: the Department Chairs of Science, Math, English, Social Studies, World Languages, Guidance, Physical Education, Career and Technology (CTE), Fine Arts, ROTC, Special Education, and Library Media; and the Athletic Director, IB Coordinator, Assistant Principals, and the Principal.

The Principal shall appoint Department Chairs.

Section 4.7.4.1 Leadership Team Duties. The Leadership Team is entrusted with the duty to provide decision-making on matters pertaining to the education of students enrolled in the charter school. In carrying out that duty, the Leadership Team shall perform the following functions within the James Island Charter School:

- Address issues of curriculum performance;
- advise the Board on budgetary issues;
- plan school direction for implementation of learning programs;
- conduct initial evaluations of all teacher, administrator, and principal candidates and refer acceptable candidates for Board approval;
- create and maintain extra-curricular student programs;
- establish school schedules;
- respond to matters delegated to it by the Board;
- attend monthly charter board meetings;
- provide input for the monthly leadership report at each charter board meeting; and
- serve as selection committee members as needed to fill empty Board and Discipline Review Committee positions.

Section 4.7.4.2 Meetings of the Leadership Team. The Leadership Team shall meet at least one time per week throughout the school year. Each member of the Leadership Team shall have one vote. When a department chair is unavailable to attend the weekly leadership meeting, a substitute from that department may stand in as the proxy for that department to ensure a quorum for the meeting. A single person may not hold more than one vote at any given meeting.

At all meetings of the Leadership Team, the presence of a majority of three-fourths of the members shall be necessary and sufficient to constitute a quorum, and the act of a three-fourths majority of the members present shall be the act of the Leadership Team. A

quorum shall include no more than two (2) assistant principals at any given meeting. 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. Some circumstances such as inclement weather days and time-sensitive situations may require an electronic meeting in addition to or in place of the regular weekly leadership team meeting. These will be conducted in a manner that provides for online discussion and voting.

Section 4.7.5 Other Committees. The Chairperson shall have the power to constitute, with approval of the Board, special committees to report to the Board for such purposes as may be deemed advisable.

Section 4.8 Regular Meetings of the Board. The Board shall also meet regularly at least (11) times each year. Meetings of the Board shall be general meetings and open for the transaction of any 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 by the Bylaws.

Section 4.9 Special Meetings. Upon the written request of either the Chairperson or three directors from the Board, special meetings may be called at any time.

Section 4.10 Place and Time of Meetings. All meetings of the Board shall be held at such places at the school at 1000 Ft. Johnson Road, Charleston, South Carolina and at such times as shall be specified in the respective notices of such meetings or waivers hereof.

Section 4.11 Notice of Meetings. Every meeting of the Board shall be served personally or by mail on each director not less than 3 and not more than 15 days before the meeting. Such notice shall state the time, when, and the place 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.

No notice of the time, place, or purpose of any meeting need be given to any director who attends such meetings or to any director who in writing executed and filed with the records of the Corporation, either before or after the holding of such meetings, waives such notice.

Notices of meetings of the Board shall also be posted in the school and given to the public in accordance with the requirements of the Freedom of Information Act. Public notice shall, however, not be required in the case of emergency meetings or a conference as defined in the Freedom of Information Act.

Section 4.12 Open Meetings. All official actions and all deliberations by Committees

and a quorum of the Board shall take place at a meeting open to the public, as provided in the FOIA, except in cases where executive sessions are authorized pursuant to the FOIA. Generally speaking, and subject to the provisions of the FOIA, the Board and Committees may conduct in executive session meetings or portions of meetings devoted solely to matters involving (a) discussions of employment, appointment, termination of employment, terms and conditions of employment, evaluation of performance, promotion or discipline of any specific prospective, current, or former employee; (b) discussions of employment labor relations or arbitration; (c) discussions of the purchase or lease of real property; (d) consultation with the Corporation's attorney or other professional advisors regarding litigation or potential litigation; (e) discussions of confidential information regarding current, prospective or former students; and (f) discussion of the Corporation's business which, if conducted, would violate a lawful privilege or lead to the disclosure of information or confidentiality protected by law. The motion to go into executive session must state the topics to be discussed and no voting or collusion is to take place during executive session.

Section 4.13. Quorum. At all meetings of the Board, the presence of a majority of the directors shall be necessary and sufficient to constitute a quorum and, except as 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 4.14 Resignation and Removal of Directors. Any director may be removed at any time for 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 School Act of 1996, as amended. Directors shall be expected to attend at least sixty-six percent (66%) of all board meetings and of all meetings of the committee or committees on which he or she has agreed to serve. A director shall be removed for conviction of a felony crime or crime of moral turpitude. Any representative may resign at any time. At the discretion of the Chairperson, Board action may be approved telephonically or electronically and ratified at the next subsequent meeting.

Section 4.15 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 4.16 Qualifications of Representatives. Directors shall qualify under all requirements of the South Carolina Charter School Act of 1996, as amended.

Section 4.17 Annual Report. The Annual Report will include the budget, self-evaluation report, and improvement plan as approved by the Board and required in the guidelines established by the South Carolina Department of Education. A copy of the

report will be available for inspection by parents/guardians of students and the general public, and the report will be filed pursuant to the requirements specified by the sponsor.

Section 4.18 Employee and Student Records. Employee and student records are privileged documents to be maintained under locked conditions. James Island Charter High School will strive to respect the privacy of both employees and students in all matters.

Parents may request and examine their children's records at any time. A written request with a signature of a parent/guardian is required to release of any student's records to a third party.

Employee records are available for review only to the employee.

Section 4.19 Term of the Charter. This application is for a term of ten school years with renewal under the procedures as specified in the law.

Section 4.20 Revocation of the Charter. If the charter school commits a material violation of the terms of this Agreement, fails to maintain student achievement, fails to meet requirements for fiscal management, and/or violates a provision of the law from which the charter was not specifically exempted, the Board of Trustees of the Charleston County School District may revoke this charter. In the event that the charter is revoked, the charter school shall refund remaining allocated monies to the district.

ARTICLE VI - MISCELLANEOUS PROVISIONS

Section 6.1 Fiscal Year and Audit. The fiscal year of the Corporation shall end on June 30 each year. 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 6.2 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.

Section 6.3 Commercial Paper. All checks and other orders for the payment of money out of the funds of the Corporation, and all notes or evidences of indebtedness of the

Corporation, shall be executed on behalf of the Corporation by such officer or officers or employee or employees, as the Board may, by resolution, from time to time determine.

Section 6.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such 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 are payable to the order of the Corporation.

Section 6.5 Notices. Except as may otherwise be required by law, any notice required to be given under these Bylaws shall be in writing and signed by the Chairperson or the Secretary; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed first-class postage pre-paid envelope, addressed to the person entitled thereto at his last post office address appearing on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Any notices required to be given under these Bylaws may be waived, by the person entitled thereto in writing (including electronic means), whether before or after the meeting or other matter in respect of which such notice is to be given, and in such event such notice need not be given to such person.

Section 6.6 Funds. Funds of James Island Charter School shall be deposited in such bank or trust company, or other investment institutions, where such deposits are insured by government agency, as may be recommended by the Treasurer and approved by the Board. Securities and other valuable documents belonging to James Island Charter High School shall be held in a safety deposit box or equivalent alternate custody as may be approved by the Board.

ARTICLE VI I - INDEMNIFICATION

Section 7.1 General. The Corporation shall indemnify each officer, member, employee and representative ("Indemnitee") from the expenses and risks as set forth in Sections 2 and 3 below if such Indemnitee has acted in good faith or in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to criminal action proceeding had no reasonable cause to believe his or her conduct was unlawful. A member shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted or, absent breach of fiduciary duty, lack of good faith or self-damaging actions taken as a member or any failure to take any action shall be presumed to be in the best interests of the Corporation.

Section 7.2 Expenses. Indemnities shall be indemnified against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation by reason of the fact that the Indemnitee is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise.

Section 7.3 Advances. The Corporation may advance to all Indemnities all expenses incurred in defending a civil or criminal action, suit or proceeding in advance of final disposition of such action provided the Board determines that it is more likely than not that the Indemnitee will be entitled to indemnification pursuant to Section 1 of this Article VII, and such Indemnitee agrees to repay such amount if it is ultimately determined by the Board that the Indemnitee is not permitted to receive indemnification under Subchapter D or the Non-Profit Corporation Law of 1988.

ARTICLE VIII - LIMITATION OF PERSONAL LIABILITY

Section 8.1 Personal Liability. A member of the Corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action, unless (a) such member has breached or failed to perform his/her duties as a member, including his/her duties as a member of any committee of the Board upon which he/she may serve, pursuant to the standard of care set forth in Section 2 of this Article VIII, and (b) such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 8.2 Standard of Care. (a) Each member of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his/her duties as a member, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- One or more officers or employees of the Corporation whom the members reasonably believe to be reliable and competent in the matters presented.
- Counsel, public accountants, or other persons as to matters that the member reasonably believes to be within the professional or expert competence of such

person.

- A committee of the Board upon which he/she does not serve, duly designated in accordance with the law, as to matters within its designated authority, which committee the member reasonably believes to merit confidence.