

BYLAWS
OF
EAST POINT ACADEMY

**Approved by the Board of Directors
March 22, 2018**

**ARTICLE I.
CORPORATE NAME**

Section 1.1 Name. The name of the Corporation shall be as specified in the Articles of Incorporation, as amended, to wit: East Point Academy (the "Corporation").

Section 1.2 Name for Conducting Business. The Corporation may conduct business under the name East Point Academy, East Point Middle School, East Point Elementary School, or East Point Primary School.

**ARTICLE II.
REGISTERED OFFICE AND AGENT**

The Registered Agent of the Corporation was initially designated in the Articles of Incorporation and may be changed from time to time by the Corporation's Board of Directors 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 III.
FISCAL YEAR**

Section 3.1 Fiscal Year. The fiscal year of the Corporation shall run from July 1 through June 30. All of the Corporation's financial records shall be maintained according to Generally Accepted Accounting Principles (GAAP) on a July 1 through June 30 fiscal year basis. The Corporation's Board of Directors shall have the power to change the Corporation's fiscal year.

Section 3.2 Mandatory Audit. The Corporation shall be required periodically and no less than once a year to employ an independent, certified public accountant to audit the accounts of the Corporation.

**ARTICLE IV.
CORPORATE PURPOSES**

Section 4.1 Corporate Purpose. The Corporation is organized and operated exclusively for charitable, educational, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or any corresponding provision of any future United

States Internal Revenue Law (the "Code"). The Corporation is formed for the specific purpose of operating exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Mission of East Point Academy as provided in its Charter.

Notwithstanding any other provision of these Bylaws, no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; provided, further, that no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Furthermore, notwithstanding any other provision of these Bylaws, the operations, activities, and powers of the Corporation shall be limited to those permitted by an organization described in Internal Revenue Code Section 501(c)(3).

Section 4.2 Legal Status. The Corporation is a South Carolina public charter school and nonprofit corporation. The Corporation has such powers as are now, or may hereafter be, granted by the South Carolina Charter Schools Act of 1996, as amended, and the South Carolina Nonprofit Corporation Act of 1994, as amended.

Section 4.3 Nondiscrimination Policy. The Corporation 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 4.4 Student 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, as amended.

ARTICLE V. MISSION STATEMENT

The mission of the Corporation is to produce academically and personally successful students who are proficient in both Mandarin Chinese and English and to promote cultural exchange and understanding. .

ARTICLE VI. BOARD OF DIRECTORS

Section 6.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

Section 6.2 Specific Responsibilities. On behalf of the Corporation, the Board shall at a minimum maintain a Charter School Contract, ensure full compliance with the South Carolina

Charter School laws, approve the annual budget, set policy for employment of teaching and nonteaching employees, contract for other necessary services, develop employee pay scales, performance criteria, and discharge policies, employ and supervise a school leader, and assess the effectiveness of the Corporation in manifesting its mission.

Section 6.3 Number, Tenure, and Qualifications of Directors. The Board shall consist of nine (9) Directors, five (5) of whom are elected and four (4) of whom are appointed. Among the nine (9) Directors, there shall be two groups: "Even-Year Directors" of which there are four (4), and "Odd-Year Directors" of which there are five (5).

Two (2) Even-Year Directors shall be elected in any year ending in an even number. An additional two (2) Even-Year Directors shall be appointed by the Board after every even-year election. Three (3) Odd-Year Directors shall be elected in any year ending in an odd number. An additional two (2) Odd-Year Directors shall be appointed or reappointed by the Board after every odd-year election. Directors shall be elected or appointed for a two-year term and may serve up to three consecutive terms but shall not be eligible for re-election or re-appointment thereafter until one year following the expiration of the third consecutive term. Terms for elected members shall commence on July 01 of a given year, and terms for appointed members shall commence upon appointment by the Board. All expiring terms shall conclude on 30 June in a given year.

All individuals seeking consideration for either election or appointment to the Board must qualify under all requirements of the South Carolina Charter Schools Act of 1996, as amended. In no case may the following individuals be considered for service on the Board: (1) an employee of the Corporation; (2) the spouse of an employee of the Corporation; (3) an individual who has either been removed or subsequently resigned without just cause from a Director's seat before the end of the Director's term; or (4) a convicted felon. In addition, only parents or legal guardians of students enrolled in the school are eligible for election. Consideration of any individual for appointment as a Director must also include reference to the following requirements as well: (1) at least 50% of the Directors of the Board must offer a background in K-12 education or in business; and (2) at least three of the nine Directors of the Board must be fluent in Mandarin and offer expertise in Chinese culture or heritage; however, for any open seat that lacks a board applicant meeting this requirement, the Board may appoint a director as it deems appropriate and in accordance with other bylaw and statutory requirements.

Section 6.4 Elections. The election schedule will be published and provided to all employees and parents and guardians of students enrolled in the Corporation at least ninety days prior to the election. All Board candidates must file for the election from February 1 through March 15 for the purpose of being listed on the printed ballot. The Head of School's administrative assistant must receive filing forms by 3:00 p.m. on March 15 or the next business day should March 15 not be a business day. The Even-Year or Odd-Year Director seats open for election shall be elected at an election scheduled before the last school day of April each year.

The elected Director seats shall be filled by a plurality-at-large of the votes cast. For each vote, the voter may select a number of candidates equal to the number of open elected seats on

the ballot. 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.

The candidates with the most votes (who may or may not obtain a majority of available votes) are the winners and will fill the electable Odd-Year or Even-Year Director seats on the ballot. All employees of the Corporation may fill out one ballot. A tie for any seat on the Board will be determined by a toss of a coin; the coin toss will be open to the public. In the event there are fewer candidates than seats open for election, sitting elected Board members, in the ranking in which they were elected, will be given the option to continue for another term, provided they have not exceeded the term limits set forth herein.

After the election results are duly tabulated and published, newly-elected Directors will take office at 12:01 a.m. on July 1 of each year and should be sworn in prior to this date and time, nominally at the scheduled June Board meeting.

Section 6.5 Appointments. Annual appointments to the Board of Directors shall be made after newly-elected members have been seated and must be by a two-thirds vote of the Directors holding office at that time at a meeting in which the appointment of the Directors in question shall be considered. In appointing any individual, the Board shall first consider whether the appointment must satisfy one or more of the qualifications required for appointed Directors. After satisfying those requirements, the Board shall aim to compose itself of Directors with the skill sets and expertise necessary for fulfilling the Corporation's purpose and mission. Any person wishing to be considered for appointment to the Board shall submit a written application. In the event there are fewer candidates than seats open for appointment, sitting appointed Board members, in the ranking in which they were appointed, will be given the option to continue for another term, provided they have not exceeded the term limits set forth herein.

Section 6.6 Regular Meetings. The Board of Directors shall meet at least six times a year. The Board of Directors shall have the power to establish the time and place for holding such regular meetings of the Board. The Board of Directors shall have the power in its discretion to change the time and place of such regular meetings or to make them more or less frequent with appropriate notice as required by the South Carolina Freedom of Information Act. Any Director may participate in a regular meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other simultaneously during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 6.7 Special Meetings. Special meetings of the Board of Directors may be called by the Chair or at least three (3) members of the Board of Directors and shall comply with the requirements set forth in the South Carolina Freedom of Information Act. The persons authorized to call special meetings of the Board of Directors may fix any place, within the Counties of Lexington and Richland, as the place for holding any special meeting of the Board of Directors. Any Director may participate in a special meeting by, or conduct the meeting through the use of,

any means of communication by which all Directors participating may hear each other simultaneously during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 6.8 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 notice. An emergency is an unforeseen occurrence, or combination of circumstances, which calls for immediate action or remedy. An emergency must be real and determined in light of the situation.

Section 6.9 Notice of Meetings.

(a) Regular Meetings. Notice of the time, date and place of regular meetings shall be given to Directors of the Board at least five (5) working days prior to the date of meeting. Such notice shall be sent by the usual means of communication to each Director. An annual schedule of the Board's regular meetings shall also be provided to each member at the first regular meeting of the Board in a new fiscal year. Notice of meetings shall also be posted in the school and given to the public in accordance with the requirements of the Freedom of Information Act.

(b) Special Meetings. Notice of the time, date, place, and purpose(s) of special meetings shall be given to Directors at least twenty four (24) hours prior to the date of meeting. Such notice shall be sent by the usual means of communication to each Director. Notice of special meetings shall be posted in accordance with the requirements of the Freedom of Information Act. Notice is not required for emergency meetings.

(c) Meeting Agendas. A meeting agenda shall be posted at the school and on the school's website at least twenty-four hours prior to any regular or special meeting. An agenda is not required for an emergency meeting.

Once an agenda for a regular or special meeting is posted, no items may be added to the agenda without an additional twenty-four hours' notice to the public, which must be made in the same manner as the original posting. During a meeting, an item on which action can be taken may only be added to the agenda by a two-thirds vote of the members present and voting; however, if the item is one on which final action can be taken at the meeting or if the item is one on which there has not been and will not be an opportunity for public comment with prior public notice given in accordance with this section, the item may only be added to the agenda by a two-thirds vote of the members present and voting and upon a finding that an emergency or exigent circumstance exists if the item is not added to the agenda.

(d) Waiver of Notice. Any Director may waive notice of any meeting. Except as provided herein, the waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business and at

the beginning of the meeting (or promptly upon their arrival) objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 6.10 Director Quorum. A majority of the number of Directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6.11 Manner of Acting.

(a) Required Vote. The act of the majority of the Directors present and voting at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors, unless the law, the Articles of Incorporation, or these bylaws require a greater percentage.

(b) Failure To Object To Action. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless the Director: (i) objects at the beginning of the meeting (or promptly upon arrival) to holding the meeting or transacting business at the meeting; or (ii) votes against the action and the vote is entered in the minutes of the meeting; or (iii) dissents or abstains from the action taken, and such record is entered in the minutes of the meeting; or (iv) delivers written notice of any dissent or abstention to the presiding officer of the meeting before its adjournment or to the presiding officer within seventy-two hours of adjournment of the meeting. The Board shall take a roll call vote on any proposed action that needs an immediate decision. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 6.12 Open Meetings. All official actions and deliberations by a quorum of the Board shall take place at a meeting open to the public, as provided for in the Freedom of Information Act, except in cases where executive sessions are authorized pursuant to the Freedom of Information Act.

Section 6.13 Removal of a Director. Any Director may be removed from office for cause by a two-thirds vote of the 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 the removal of the named Director(s). Cause may be found by violation of the Board's Code of Ethics or Conflicts of Interests section of these Bylaws.

Section 6.14 Attendance. Any Director who has more than two unexcused absences in a year from regular meetings may be considered to have resigned. A majority of those voting at any meeting thereof shall accept said resignation or excuse such absence due to illness or other circumstance.

Section 6.15 Vacancies. If any Director dies, resigns, or is removed from the Board, a replacement shall be either elected or appointed, in the manner by which the vacated seat was originally filled. For an elected seat vacancy with more than six (6) months remaining in the term, a special election shall be called and a replacement Director shall be elected by employees and parents or guardians of students enrolled in the charter school. For an elected seat vacancy with six (6) months or less remaining in the term, the seat may remain open at the discretion of the Board. For an appointed seat vacancy with more than six (6) months remaining in the term, a replacement Director shall be appointed by a two-thirds vote of the Directors holding office at that time at a meeting in which the replacement of any Director shall be considered. Any appointment shall comply with the requirements for appointments set forth herein. For an appointed seat vacancy with six (6) months or less remaining in the term, the seat may remain open at the discretion of the Board. A replacement Director, either elected or appointed in this manner, shall serve the remainder of the replaced Director's term. At no time shall the number of elected Board members constitute less than 50% of the sitting Board.

Section 6.16 Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors and other persons to serve on them. Each committee must have two or more members who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of the quorum of all the Directors present when the action is taken. The provisions of this article governing meetings, notice and waiver of notice, quorum and voting requirements of the Board of Directors, apply equally to committees and their members.

Section 6.17 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 6.18 Observation of Classrooms. Each Director should spend at least one hour in the fall and spring semesters observing student classroom activities.

Section 6.19 Board Training. Each Director shall complete board training offered by the South Carolina Charter School Alliance or another entity approved by the Board within ninety (90) days of taking office.

ARTICLE VII. OFFICERS

Section 7.1 Number. The officers of the Corporation shall be a Chair, Vice Chair, Secretary, Treasurer, and an Officer-At-Large. These officers shall form the Executive Committee. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board of Directors.

Section 7.2 Election and Term of Office. The officers shall be elected to serve a one-year term at the first Board meeting following appointment of new Board members in a given fiscal year. Officers shall be elected by a plurality of the votes cast by the Directors holding office at that time and at a properly noticed meeting in which the election of officers in question shall be included

on the agenda. Officers may be reelected to serve consecutive one-year terms. The designation of a specified term grants to the officer no contract rights, and the Board can remove the officer at any time prior to the termination of such term.

Section 7.3 Removal. Any officer or agent may be removed by the Board of Directors at any time, with or without cause, by a majority vote of the Directors holding office at that time at a meeting in which the removal of an officer or agent in question shall be considered.

Section 7.4 Chair. The Chair shall be the principal officer and head of the Corporation, subject to the control of the Board of Directors. The Chair may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general 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.

Section 7.5 Vice Chair. In the absence of the Chair or in the event of his death, inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Section 7.6 Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) when requested or required, authenticate any records of the Corporation; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chair or by the Board of Directors.

Section 7.7 Treasurer. The Treasurer shall oversee: (a) custody of and responsibility for all funds and securities of the Corporation; (b) receipt of moneys due and payable to the Corporation from any source whatsoever, and deposits for such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; (c) periodically and no less than once a year, employment of a certified public accountant to audit the accounts of the Corporation; and (d) in general performance of all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chair or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 7.8 Officer-At-Large. The Officer-At-Large shall serve as the liaison for the parents and guardians of children enrolled in the Corporation through School Improvement Council and the PTO, and shall be an elected member of the Board.

Section 7.9 Vacancies. Vacancies of officers caused by death, resignation, or removal may be filled by a majority vote of the Directors holding office at that time and at a properly noticed meeting in which the election of officers in question shall be included on the meeting agenda.

Section 7.10 Emergency Function of the Executive Committee. In the event of emergency when the full board is unable to convene, the Executive Committee composed of the Board's officers may take action on the part of the full board. Any emergency action taken by the Executive Committee is subject to ratification by the full board at its next regular meeting.

**ARTICLE VIII.
COLLECTION AND APPLICATION OF FUNDS**

The Corporation may receive income from any source, including, but not limited to payments, donations, bequests, and devises from wills and trusts, gifts of money and properties, grants and funds which may inure to the benefit of the Corporation. All contributions and/or devises so received together with the income there from shall be held, managed, administered, and distributed by the Corporation in accordance with the purposes and terms of these Bylaws.

The Corporation shall hold, manage, and invest all amounts and funds received and shall collect and receive the income there from. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Such distributions shall be solely for the benefit of, to perform the functions of, or to carry out the purposes and objectives of the Corporation as set forth herein.

Notwithstanding any other provision of these Bylaws, no expenditure or distribution shall be made for any purpose that (i) may jeopardize the status of the Corporation as a organization under Section 501(c)(3) of the Internal Revenue Code or (ii) which may jeopardize the status of contributions or payment by any person insofar as deductions which are allowed under the provisions of Sections 170, 2055, 2106, and 2522 of the Internal Revenue Code.

**ARTICLE IX.
CORPORATE CONFLICT OF INTEREST POLICY**

The Corporation's Directors and employees are subject to the South Carolina Ethics Act, S.C. Code Ann. § 8-13-700 et seq., which regulates conflicts of interest.

**ARTICLE X.
INDEMNIFICATION**

Section 10.1 Authority. The Corporation shall, to the extent permitted by law, indemnify, hold harmless, and defend the Corporation's Directors, employees, and agents from any and all liability, damage, expense, cause of action, suit, claim, or judgment arising from injury to persons or property or otherwise arising out of the act or omission of the Corporation, so long as such Director, employee or agent has acted in good faith and within the scope of his or her office, employment, or duties to the Corporation, and so long as the Corporation's interests are not adverse to the Director's, employee's, or agent's interests.

Section 10.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation against liability asserted against or incurred by him in that capacity or arising from his status as such. The cost of such insurance shall be paid by the Corporation.

ARTICLE XI. CHANGES TO BYLAWS OR MISSION STATEMENT

Section 11.1 Bylaws. These Bylaws shall be construed in harmony with the South Carolina Charter Schools Act of 1996, as amended. These Bylaws may be amended, adopted, repealed, or restated by a two-thirds vote of the Board at any Regular meeting, provided that each Director is given at least seven (7) days prior written notice of the Bylaws adoption, amendment, repeal, or restatement and discussion of such Bylaws' changes must occur at least at one meeting prior to a vote at a Regular meeting. 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 or their provisions must not be retroactively enforced, unless, to the extent permitted by law, the amendment expressly provides for retroactive enforcement. Retroactive enforcement means that the Bylaws or their provisions look backward or contemplate the past, affecting acts or facts that existed before the bylaw came into effect. To the extent permitted by law, this provision shall be retroactively enforced.

Section 11.2 Mission Statement. The Mission Statement may be amended, repealed, adopted, or restated by a two-thirds vote of the Board at any Regular meeting. Each Director must be given at least five (5) days prior written notice of the Mission Statement amendment, repeal, adoption, or restatement and discussion of such Mission Statement change must occur at least one meeting prior to the Regular meeting vote. Notice of the Regular meeting must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment, repeal, adoption, or restatement of the Mission Statement and must contain or be accompanied by a copy of the change. Written prior notice of the change must also be provided to all employees and parents or guardians of children enrolled in the Corporation.

ARTICLE XII. DISSOLUTION OF THE CORPORATION

The Corporation may be dissolved and its business affairs terminated at any meeting of the Board, of which proper notice is given, if (1) the Directors in office at that time unanimously vote in favor of the dissolution, and (2) the proposed dissolution was properly noticed with accompanying copy of the plan for dissolution and then discussed at one Regular meeting prior. Notice of the meeting must state the purpose of the proposed meeting is to consider the dissolution of the Corporation and must contain or be accompanied by a copy or summary of the plan of dissolution. The Corporation shall give the Attorney General and Charter Sponsor written notice that it intends to dissolve at or before the time it delivers the articles of dissolution to the Secretary of State. Such notice must include a copy or summary of the plan of dissolution. Upon the dissolution of the Corporation and after all its debts and expenses have been paid, all remaining assets of the Corporation shall be distributed pursuant to South Carolina Code § 59-40-120 and disposed of 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 if laws allow. All other assets become property of the Corporation's sponsor.

Approved by the East Point Academy Board on March 22, 2018.

Signature of Board Chairman: _____

Signature of Board Secretary: _____

Previous revisions:

01 May 2011 (original)

26 March 2013 – revised for compliance with changes in SC Code for Charter Schools

08 May 2014 – clarification of procedures for seating board members and replacing vacancies, inclusion of Mission Statement, and simplification of Conflict of Interest provisions

25 February 2016 – revised for clarification regarding number of directors required to be fluent in Mandarin; compliance with changes in the SC Freedom of Information Act regarding agendas; requiring classroom observation and board training; and procedures related to amending the bylaws

22 March 2018 – revised throughout after comprehensive review and discussion of the bylaws