BYLAWS
of FORT MILL ACADEMY OF ARTS & SCIENCES

ARTICLE 1

Name, Purpose, and Limitations

Section 1 – Name and Seal

The name of the corporation is Fort Mill Academy of Arts & Sciences. The seal of Fort Mill Academy of Arts & Sciences will include the name of the school. Validity of all official documents must have the seal affixed.

Section 2 – Purpose

The purposes of the corporation shall be:

a. To provide an innovative education to prepare today's students for tomorrow's world with a solid foundation to become respectful and productive citizens.

b. To operate a charter school pursuant to South Carolina Charter Schools Act of 1996 of the General Statutes of South Carolina, and the general amendments thereto, and to ensure that the corporation shall have all the powers given to charter schools therein as well as all the powers given to nonprofit organizations in the General Statutes of South Carolina, entitled "South Carolina Nonprofit Corporation Act of 1994," and the general amendments thereto.

c. The purposes for which the corporation is organized are exclusively for one or more reasons within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 3 – Limitations

The corporation is a non-profit corporation and no part of the net earnings of the corporation shall go to the benefit of, or be distributable to its members, trustees, officers or other private persons. The nonprofit affirms, as a condition of the charter, that the governing Board Members receive no compensation other than reimbursement of reasonable expenses incurred while fulfilling duties as a member of the Board.

ARTICLE II Offices

The principal office of the corporation shall be located in 11774 Harrisburg Road, Indian Land South Carolina 29707. The Board of Directors may establish additional offices, and the location of the principal office and the number and location of any additional offices may, from time to time, be otherwise designated and changed by the Board of Directors.

ARTICLE III Members

Fort Mill Academy of Arts & Sciences have NO members, certificate holders, or shareholders. All functions and affairs of the corporation shall be directed entirely by the Board of Directors.

ARTICLE IV Board of Directors

Section 1 – General Powers

The property and affairs of Fort Mill Academy of Arts & Sciences shall be managed and controlled by the Board of Directors.

Section 2 – Board of Directors and Elections

- The Board of Directors shall consist of at least seven (7) Board Members to a maximum of nine (9) Board Members.
- Fifty percent of the members of the board as specified by the herein must be individuals who have a background in K-12 education or in business.
- At least fifty percent of the members of the board as specified by the bylaws must be elected by the employees and the parents or guardians of students enrolled in the charter school. Parents or guardians shall have one vote for each student enrolled in the charter school. Each employee receives one vote.
- All members must be residents of the State of South Carolina.
- Fort Mill Academy of Arts & Sciences Executive Director/Principal, teachers, staff and other employees may not serve as Board Members.
- All Board Members have one vote in Board decisions.
- The Board of Directors shall be elected at the annual meeting of the corporation and newly elected members shall take their position and be installed as voting members of the Board per the procedures set forth in these bylaws.
- Officers for the Board of FMAAS shall also be elected by simple majority vote per the procedure set forth in these bylaws.

Procedures for Elections:

1. The election shall be conducted annually by the parents or guardians of students enrolled in the Charter School and the employees of the Charter School.
2. Each student enrolled shall represent one vote to be cast by the parent or guardian. All employees shall have one (1) vote each. Directors shall be elected by a plurality of the votes cast.
3. Except as provided below, each Director shall serve for a term of two (2) years.
4. Director terms shall start on July 1 of the year elected and shall end on June 30 of the second year following their election.
5. The Annual Meeting and Board Elections will be held on date to be determined by the Board, during the month of either April, May or June of each year; provided, however, the Annual Meeting shall be held before school is completed for that year's term.
6. All Board candidates (both new and incumbents whose term is expiring) will be required to file for the election, by way of a self-nomination form provided by the Board prior to the yearly election for the purpose of being listed on the printed ballot. The filing period shall be open for one (1) month, with the last date to file being one (1) week prior to the scheduled election day. Self-nomination forms, to be considered filed timely, must be received by the Board or Designee by 12:00 noon on the filing deadline.
7. The Board of Directors will conduct an information session for all people interested in becoming candidates for the Board on a date to be determined by the Board, at least one (1) week prior to

accepting nominations. This information session will help identify areas of diverse expertise that are needed to maintain a well-balanced board. This session is intended to inform all new candidates of a Board member's responsibilities, communicate current goals and objectives of the Board, and to promote a diverse, well balanced, and highly qualified Board membership. Information regarding this information session will be (i) published on the School's website one (1) month prior to the informational session, (ii) published in the weekly school newsletter at least three (3) times prior to the meeting, and (iii) provided by separate e-mail to all parents at least one (1) week prior to the meeting. Self-nomination forms shall be available electronically and via hard copy in the school front office following this information meeting on the school website.

8. Ballots with the names of nominees will be distributed in either print form or electronically to eligible voters prior to the election date.
9. Once the election has taken place, and the results are duly tabulated, certified, and published, orientation for all new Directors will be scheduled during the months of May, June or July. Newly elected Directors will take office at 12:01 am on July 1 of the year in which they are elected.
10. One group of no fewer than three (3) and no more than five (5) Directors shall be elected in even numbered years and, one group of no fewer than four (4) and no more than six (6) Directors shall be elected in odd numbered years. Directors so elected shall each serve a term of two (2) years as prescribed above.
11. Any vacancies that occur by a Board Member not serving a two year term may be filled by a majority vote of the remaining the Board of Directors at the next regular meeting following notice of said vacancy but no later than the end of the Fort Mill Academy of Arts & Sciences Fiscal Year and in accordance with board composition requirements contemplated within these Bylaws.
12. If the board of directors consists of an odd number of members, the extra member must be an individual who has a background in K-12 education or in business.

Unless specifically mandated in the Fort Mill Academy of Arts & Sciences Bylaws or by written directive from the Board of Directors, no Board Member may act in a unilateral manner regarding the business or personnel matters of the corporation. The affairs of Fort Mill Academy of Arts & Sciences Corporation shall be managed and its corporate power exercised by its Board of Directors. The Board of Directors reserves for itself the power to:

1. Monitor student admissions procedures.

2. Suspend a student for more than ten (10) days.

3. Make fiscal decisions required for operation.

4. Delegate specific administrative responsibilities and decisions to employees.

5. Approve the school calendar.

6. Hear grievances.

7. Supervise the Principal/Executive Director.

8. Hiring and dismissal of Principal/Executive Director.

9. Conduct long-term planning activities.

10. Determine student/teacher ratio.

11. Approve new positions.

12. Approve acquisitions and purchases above limit set by Board of Directors.

13. Manage Emergency Fund.

14. Manage Capital Replacement Fund.

Section 3 – Quorum

A quorum shall be comprised of not less than one-half (1/2) plus one (1) of the members of the Board of Directors.

Section 4 – Regular Meetings

The Board of Directors shall hold regular meetings; said meetings shall be scheduled at least monthly at a place and time to be provided by the Board of Directors. A director is considered present if by use of any means of communication that all directors participating can hear each other during the meeting. Notice of all meetings shall be given in compliance with the notice provisions indicated in South Carolina General Statutes Freedom of Information Act (FOIA). In order to facilitate the orderly conduct of business and communication with parents, staff and Directors, all submissions and related attachments to the meeting agenda must be submitted five (5) days prior to the posted meeting. Said agenda will be published and posted at least four (4) days prior to the meeting date.

Section 5 – Special Meetings: Call and Notice

The time, dates and places of special meetings of the Board of Directors may be set at the call of the President upon written call of the majority of the Board Members or upon resolution of the Board.

Section 6- Conflicts of Interest_

Matters that come before the Board of Directors which places a Director in conflict of interest between the interests of the Corporation and the interest of the Director, his/her family or business, the Director with the conflict shall be prohibited from participating in the discussion and recuse his/herself from voting on the particular matter. The Board of Directors shall comply with the voting and disclosure provisions of Director Conflict of Interest Section of the South Carolina Non-Profit Corporation Act.

Section 7- Compliance with FOIA Government in the "Sunshine"

This Corporation shall comply in all respects with the South Carolina FOIA, Charter Schools Act, Non-Profit Corporation Act, and any other related provision of South Carolina law in connection with all regular or special meetings of the Board of Directors. Except as otherwise permitted by such Laws, and/or South Carolina General Statutes. No quorum of the Board of Directors can hold a meeting in private for the purpose of deciding on or deliberating toward a decision on any matter. No closed executive session shall be held until:

1. The Board shall have first convened in an open session for which notice shall have been given in

accordance with law;

2. A majority of the Board at such meeting shall have voted to go into closed executive session;
3. The chairperson or person presiding over the meeting has cited the purpose of the closed executive session and has stated whether or not the Board of Directors shall reconvene after the closed executive session;
4. Closed executive sessions may be held only for purposes permitted by law.

Section 6- Removal of Board Members

For cause determined by the Board, individual Board Members may be removed by a two-thirds vote of the Board Members in attendance at any regularly scheduled meeting in which the removal has appeared on the agenda prior to the meeting. Board Members so dismissed may be reappointed by the Board in their discretion by a majority vote to fill a vacancy in accordance with the provisions above.

Section 7 – Indemnification

The Directors and Officers of the Corporation (each, an "Indemnitee") shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of South Carolina. Indemnitees shall be indemnified against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnity 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 representative, Officer or Director 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. The Corporation may advance to all Indemnitees 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 this Section, and such Indemnitee agrees to repay such amount if it is ultimately determined by the Board that the Indemnity is not permitted to receive indemnification under Subchapter D or the Nonprofit Corporation Law of 1988. The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of the indemnity due him. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this bylaw.

ARTICLE V

Officers

Section 1 – Executive Officers

The Executive Officers shall be elected by the Board of Directors at the August meeting and shall comprise the offices of President, Vice-President, Secretary and Treasurer. The Executive Officers are the members of the Executive Committee. Any officer duly elected shall begin serving in the elected position at the conclusion of the meeting in which he/she is elected and shall hold office until a successor is elected by the Board of Directors and has accepted office.

Section 2 – Powers and Duties of the President

The President shall be the chief executive officer of the corporation, responsible, along with his/her fellow Board Members, for the oversight of its business and affairs. He/she shall preside at all meetings of the Board. The President shall keep the Board of Directors fully informed and freely consult with them in regard to the business of the corporation and make due reports to them. In addition to the powers and duties elsewhere provided in these bylaws, the President shall sign, when duly authorized to do so, all contracts, orders, deeds, liens, guarantees, licenses and other instruments of a special nature. Subject to the Board of Directors, the President shall have such other powers and duties as are incident to said office and not inconsistent with this bylaw or as may at any time be assigned by the Board of Directors.

Section 3 – Powers and Duties of Vice-President

The Vice-President shall familiarize themselves with the affairs of the corporation and, in the event of the disability or absence of the President from any place in which the business in hand is to be done, the Vice-President in order designated by the Board shall have all the powers and perform all the duties of the President. The Vice-President shall have such other powers and duties as may at any time be assigned to them by the Board of Directors.

Section 4 – Powers and Duties of the Treasurer

The Treasurer, subject to the control of the Board of Directors and together with the President, shall have the general supervision of the finances of the corporation. Duties of the Treasurer include the care of, and responsibility for, all moneys, securities, evidences of value and corporate instruments of the corporation, and supervision of the officers and any other persons authorized to deposit, handle and disburse any funds, ensuring retention of information as to whether all deposited have been duly made and all expenditures duly authorized and evidenced by proper receipts and vouchers. The Treasurer shall cause full and accurate books to be kept, showing the transactions of the corporation, its accounts, assets, liabilities and financial condition, which shall at all times be open to the inspection of the Board Members, and such statements and reports as are required of him/her by law. Subject to the Board of Directors, the Treasurer shall have such other powers and duties as are incident to the office and not inconsistent with these bylaws, or as may at any time be assigned to the Treasurer by the Board. The Board of Directors may require the Treasurer to give a bond in such amount and with such sureties as they shall determine.

Section 5 – Powers and Duties of the Secretary

The Secretary shall cause to be entered in the minute books the minutes of all meetings of all committees and of the Board of Directors except for closed session to FMAAS; shall have charge of all books and papers pertaining to said office; and shall be responsible for the giving of all notices and for the making of all statements and reports required of the corporation or of the Secretary by law. The Secretary shall make a note of members in attendance at each meeting. Minutes of closed session meetings are not normally maintained unless exceptional circumstances exist and the Board votes to maintain closed session minutes for a particular issue. Closed session minutes are not public record and will be stored and secured accordingly. The Secretary shall attest by signature to all instruments duly authorized and requiring the same. The Secretary shall perform such other duties as are incident to the office, and shall have such other powers and duties, in addition to that elsewhere provided in these bylaws, as may be at any time assigned by the Board of Directors.

Section 6 – Other Officers

The Board of Directors may establish and elect other officers as it may deem necessary and appropriate and shall prescribe the powers and duties of any other officer of the corporation.

ARTICLE VI

Committees

Section 1 – Executive Committee

The role of the Executive Committee is to help the Board accomplish its work in the most efficient way. The Committee facilitates decision-making in between Board meetings or in the case of a crisis or other urgent circumstances. The President has the authority to call meetings of the Executive Committee as necessary. The Committee is authorized to make decisions for the Board in cases where the decision cannot wait for the regularly scheduled Board meeting. A majority vote of the Committee is required to approve decisions. Votes may be taken in any reasonable form of communication (i.e. phone calls, emails, etc…) Any Executive Committee decisions shall be briefed to the Board at the next regularly scheduled meeting. The Executive Committee is responsible for conducting an informal mid-year review and formal annual performance review of the Principal/Executive Director with a written narrative. The performance review will solicit input from the school staff and other appropriate sources. The review will be presented to the Board of FMAAS in closed session and approved in open session. The Executive Committee will also serve as the Grievance Committee and follow the guidelines as outlined in the Fort Mill Academy of Arts & Sciences Policy Handbook.

Section 2 – Long Range Planning Committee

The role of the Long-Range Planning Committee is to develop, brief, and review a long-range strategic plan for Fort Mill Academy of Arts & Sciences. The Vice President is the chair, and the Executive Director/Principal is a member. Although not an absolute requirement, additional members should include at least one parent Board Member, one community Board Member, two teachers and two parents from the Fort Mill Academy of Arts & Sciences voting membership at large.

Section 3 – Other Committees

The Board may also provide for such other committees as may be necessary for the effective management of the business and affairs of the corporation and give such powers and duties as may seem proper (except those specifically prohibited by law). The Board of Directors may provide a meeting and reporting schedule for such committees, establish how committee meetings shall be called, and designate at what times those meetings may be held. The committees may be formed as long-term committees that will be added as a standing committee in future bylaws revisions or as Ad Hoc committee for short-term projects.

ARTICLE VII

Finance

Section 1 – Banking

All funds and money of the corporation shall be deposited, handled and disbursed, and all bills, notes, checks and like obligations and endorsements, for deposit or collection, shall be signed by the Treasurer or such Officers as the Board of Directors shall designate. Any Officer or person performing said functions shall account therefore to the Treasurer as and when the Treasurer may require. All money, funds, bills, notes, checks and other negotiable instruments coming to the corporation shall be collected and promptly deposited in the name of the corporation in such depositories as the Board shall select.

Section 2 – Fiscal Year

The fiscal year of the corporation shall end on the 30th day of June.

Section 3- Emergency Fund

The Board of Directors shall have the responsibility to fund and maintain an Emergency Fund. This Fund is intended for use in paying insurance deductibles, providing for natural disaster recovery, and managing extraordinary funding crises to provide for the long-term stability and fiscal responsibility of the school. The target balance for the Emergency Fund shall be proposed annually by the Long-Range Planning Committee and approved at the discretion of the Board. The preliminary annual amount to be set aside, if any, for this Fund will be determined by a separate vote of the Board during the same meeting in which the approval of the annual budget is considered. Approval of the final amount will be considered during the approval of the fall amended annual budget after state funding is realized. The Emergency Fund shall only be used or withdrawn upon a two-thirds vote of the Board Members in attendance at a properly noticed meeting in which the agenda item is presented.

Section 4- Capital Replacement Fund

The Board of Directors shall have the responsibility to fund, maintain and utilize a Capital Replacement Fund. The Fund is intended to provide for long-term, recurring capital expenses as determined by the Board. Approval of the final amount of any deposit will be considered during the approval of the fall amended annual budget after state funding is realized. The Capital Replacement Fund shall only be used or withdrawn upon a majority vote of the Board Members in attendance at a properly noticed meeting in which the agenda item is presented.

Section 5 – Procurement of Non-budgeted Items/Services

In the event that the Director believes that there is a non-budgeted item or service that is needed by the school that exceeds $1000, then the Director shall present a proposal to the BOD at one of its scheduled meetings. In case of an emergency, the Director shall seek immediate counsel from the Executive Committee. This rule does not apply to items/services already contained in an approved budget, except if the procurement of a given item/service would cause that budgeted line amount to be exceeded.

ARTICLE VIII

Miscellaneous

Section 1 – Amendments

The Board of Directors may adopt and amend the bylaws of the corporation from time to time at any meeting properly convened in accordance with these bylaws. These bylaws may be altered, amended or repealed or new bylaws may be adopted at any meeting of the Board of Directors by a vote of two-thirds (2/3) vote of the Board Members in attendance of the Directors in office if at least ten days written notice is given of the intention to take such action at such meeting.