

**BY LAWS
OF
LANGSTON CHARTER MIDDLE SCHOOL**

**ARTICLE 1
NAME, OFFICERS AND REGISTERED AGENT**

SECTION 1. NAME

The name of the Corporation is and shall be Langston Charter Middle School, Inc. (hereinafter, the "Corporation").

SECTION 2. PRINCIPAL OFFICE

The principal office of the Corporation is located at 1950 Woodruff Rd, Greenville, SC 29607 in Greenville County, State of South Carolina, or such other place as designated, from time to time, by the Board of Directors.

SECTION 3. REGISTERED OFFICE AND AGENT

The Corporation shall maintain a registered office as required by law as designated by the Board of Directors from time to time. The initial registered office shall be 457-A Pennsylvania Avenue, Greer, SC 29650. The Corporation shall maintain a registered agent at the registered office. The registered agent shall be designated by the Board of Directors from time to time to serve at the pleasure of the Board of Directors.

**ARTICLE 2
NATURE OF CORPORATION**

SECTION 1. NON-PROFIT

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.

SECTION 2. PURPOSES

The purposes for which the Corporation is to be formed is to organize a charter school pursuant to South Carolina Code Ann. § 59-40-10 *et seq.*, the South Carolina Charter Schools Act of 1996 (hereinafter "The South Carolina Charter Schools Act"), and as set forth in the Articles of Incorporation and other rules and regulations duly passed by the Langston Charter Middle School Board.

SECTION 3. LIMITATIONS AND RESTRICTIONS

(a) Income and Distributions: No part of the assets, income or net earnings of the Corporation shall be distributable to or shall inure to the benefit of its Members, trustees, Directors, Officers, or any shareholder or private individual, but reasonable expenses may be reimbursed and reasonable compensation may be paid for services rendered to enable the Corporation to provide the functions for which it has been organized. No Member, trustee, Director or shareholder or private individual, shall be entitled to share in the distribution of any corporate assets on dissolution of the Corporation. Consistent

with law, the remaining assets of the Corporation shall be distributed pursuant to South Carolina Code Ann. § 59-40-120: Upon dissolution of a charter school its assets obtained through restricted agreements with a donor through awards, grants or gifts shall be returned to that entity. All other assets become the property of the sponsor.

(b) Scope of Activity: Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United State Revenue Law or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) Prohibited Transactions: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SECTION 4. NON-DISCRIMINATION

The Corporation shall be nonsectarian, non-religious and non-discriminatory in hiring staff and accepting students without discrimination as to race, color, religion, national origin, gender marital status, or age, and shall comply with all applicable laws and regulations relating thereto including those specifications regarding admissions as to racial composition pursuant to South Carolina Code Ann. § 59-40-50 (B) (6).

SECTION 5. 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 and interpreted case law.

ARTICLE 3 MEMBERS

SECTION 1. CHARTER SCHOOL COMMITTEE MEMBERS

Members of the Corporation shall consist of all parents or guardians of students enrolled in the Charter School and all Charter School employees (hereinafter “Members”).

SECTION 2. ANNUAL MEETINGS

The initial meeting of the Members shall take place within thirty days of the first day of school. The Charter School Committee Members responsible for the Charter School proposal may be elected to the Board at such time. Subsequent annual meetings will take place on the second Thursday of May or at such other date as designated from time to time by resolution of the Board. All Members shall be eligible to participate in the election of the Board annually with the parents or guardians of a student having one vote for each student enrolled in the Charter School.

SECTION 3. PLACE AND TIME OF ANNUAL MEETINGS

As Amended October 12, 2021

All meetings of the board of Directors (hereinafter “Board”), including the annual meeting, shall be held at such places within or without the State of South Carolina and at such times shall be specified in the respective notices of such meetings or waivers thereof.

ARTICLE 4
BOARD OF DIRECTORS, CHARTER GOVERNING BOARD

SECTION 1. MANAGEMENT

The Board will act as the governing body of the Charter School and also shall be the Board of Directors for the Corporation. The business and affairs of the Corporation shall be managed by the Board. The Members shall act solely through the Board.

SECTION 2. RESPONSIBILITIES

The Board shall sign a Charter School Contract, ensure compliance with all the requirements for a charter school provided by the South Carolina Charter Schools Act, employ and contract with administrators, teachers and non-teaching employees, contract for other services, develop pay scales, performance criteria, and discharge policies for the Charter School employees.

SECTION 3. NUMBER, ELECTION AND TERM OF DIRECTORS

(a) The Corporation shall have at least seven (7) and no greater than thirteen (13) Directors.

(b) 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. Each student enrolled shall represent one (1) 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.

(c) Except as provided in Section (d)(8) below, each Director shall serve for a term of two (2) years; Director terms shall start on July 1 of the year elected and shall end on June 30 of the second year following their election.

(d) Procedure for Elections.

1. 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.

2. 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 principal's secretary by 12:00 noon on the filing deadline.

3. The Board of Directors will conduct an information session for all persons 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 informational session will be (i) published on the School's website one (1) month prior to the informational session, (ii) published in the "FRIDAY MEMO" 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 following this information meeting on the school website.

4. Ballots with the names of nominees will distributed in either print form or electronically to eligible voters prior to the election date.

5. Once the election has taken place, and the results duly tabulated, certified, and published, orientation for all new Directors will be scheduled during the months of May, June or July.

6. Newly elected Directors will take office at 12:01 am on July 1 of the year in which they are elected.

7. One group of no fewer than three (3) and no more than six (6) Directors shall be elected in even numbered years and, one group of no fewer than four (4) and no more than seven (7) Directors shall be elected in odd numbered years. Directors so elected shall each serve a term of two (2) years as prescribed above.

8. In any year where, as a result of resignations or other vacancies on the Board, the number of openings for Directors exceeds the number of vacancies which are scheduled for election in that particular year, then the Board of Directors may allow certain Director positions to be elected for a period of either (1) or two (2) years in order to maintain, to the extent reasonably practicable, one group of no fewer than three (3) and no more than six (6) Directors to be elected in even numbered years and one group of no fewer than four (4) and no more than seven (7) Directors to be elected in odd numbered years.

SECTION 4. RESIGNATION AND REMOVAL

Any Director may resign immediately, effective upon giving written notice to the Chairman of the Board of Directors, unless the notice specifies a later effective time. If the resignation is effective for a future time, a successor may be elected before such time, to take office when the resignation becomes effective. A Director shall be deemed to have given notice of resignation upon failure to attend three consecutive regular board meetings. A Director may be removed without cause by a majority of the Directors then in office.

SECTION 5. VACANCIES

In the event that the number of Board members would decrease below seven (7) members due to the resignation, removal, or other departure of one or more Directors, then the remaining Board members shall schedule a special meeting for the purpose of filling the Board vacancies which would give rise to such event. Prior to the special meeting, the Chairman of the Board will nominate one or more candidates to serve as replacement Directors, and the remaining Directors will confirm the

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appointment of such nominee(s) at the special meeting by majority vote. The special meeting shall be scheduled within ten (10) days following the effective date of the resignation or other event which would result in the number of Directors decreasing below seven (7) members, unless the next regular meeting of the Board would occur in less than ten (10) days, in which case the Board will vote on the nominees at the next regular meeting. The newly appointed Board members shall serve the remainder of the annual term of the vacated memberships. If the meeting to appoint the interim Board members would occur within thirty (30) days of the Charter School's annual election meeting, then there will be no special elections to fill the vacancies. The vacancies will be filled at the annual election meeting.

SECTION 6. QUALIFICATIONS AND STANDARDS OF DIRECTORS

(a) Directors shall be required to qualify and to discharge all duties under all requirements of the South Carolina Charter Schools Act and the South Carolina Nonprofit Corporation Act (South Carolina Code Ann. § 33-31-101, et seq.) each as are applicable to the position of a Director, including without limitation, the obligation to perform duties in good faith, with the care an ordinarily prudent person in like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interest of the Corporation.

(b) The Board will, where reasonably possible, take steps to ensure that at least one Director possesses expertise in each of the areas of: (i) facilities management and operations, (ii) governance, and (iii) academic affairs.

SECTION 7. GENERAL POWERS

Subject to the provisions of the applicable laws of the State of South Carolina and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by the Board of Directors.

SECTION 8. PLACE AND TIME OF MEETINGS

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 9. ANNUAL MEETING AND REGULAR MEETINGS

The annual meeting of the Board shall be held in the first quarter of each school year for the purposes of organization, selection of officers and the transaction of other business by the Directors. In addition, the Board shall meet at least once per month, at least ten (10) times each year. Meetings of the Board shall be general meetings and open for the transaction of business within the powers of the Board without special notice of such business except in the case where special notice is required by the By-laws.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board shall be called at any time by the Secretary upon the written request of either the Chairperson or three (3) Directors of the Board.

SECTION 11. OPEN MEETINGS

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

SECTION 12. NOTICE OF MEETINGS

Notice of every meeting of the Board, except regularly scheduled monthly meetings, shall be served personally or by mail (electronic mail permitted) on each Director not less than two (2) nor more than fifteen (15) days before a meeting. Such notice shall state the time, place, and date, where the meeting is to be held and the purpose 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.

SECTION 13. QUORUM AND VOTING

A majority of the authorized Directors then in office shall constitute a quorum. At no time, however, may a quorum be constituted by fewer than four Directors. The Board shall attempt to reach a general consensus on all actions before the Board; provided, however, that every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Directors may not vote by proxy.

SECTION 14. BYLAWS AMENDMENTS

Amendments to the Bylaws will occur at a regularly scheduled Board meeting after written prior notice and discussion at a minimum of one meeting where a quorum is present. Bylaws will be reviewed at least once every three (3) years and shall be documented as to the date of review. New Bylaws may be adopted, amended, or repealed by a majority vote of the Board. Any amendments to the Bylaws which are inconsistent with the South Carolina Charter Schools Act or would result in the Corporation's loss of its ability to claim non-profit status under either the Internal Revenue Code or the South Carolina Non-profit Corporation Act, shall be null and void.

SECTION 15. COMMITTEES

The Board of Directors may from time to time by resolution, adopted in accordance with the Act, designate and delegate authority to one or more committees. Any such committee may be designated as a standing committee appointed annually or as a special committee for specific circumstances or transactions with a limited duration. The duties, constitution and procedures of any committee shall be prescribed by the Board of Directors. The Board of Directors shall designate one member of each committee as Chairman. A committee may not authorize distributions; approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; elect, appoint, or remove Directors of fill vacancies on the Board or any committee; or adopt, repeal, or amend the Articles of the Bylaws.

SECTION 16. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

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 Non-Profit Corporation Law of 1988.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 5

SECTION 1. DESIGNATION OF OFFICERS

The Officers of the Corporation shall be a Chairperson, a Secretary, and a Treasurer. The Corporation may also have a Vice Chairperson, one or more Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

Unless otherwise designated by the Board, the Secretary shall be responsible for preparing minutes of the Directors' and Members' meetings and for authenticating records of the Corporation. If the Secretary is unavailable or unable to prepare minutes, minutes shall be prepared by such other Director or Officer as is designated by the Chairman of the Board.

SECTION 2. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or the Chairperson or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be suspended by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Corporation.

SECTION 4. VACANCIES

Any vacancies caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

ARTICLE 6

SECTION 1. FINANCE

All financial accounts in any financial institutions shall be held in the name of the Corporation with authority in those authorized officers as designated by the Board and the Treasurer.

SECTION 2. FISCAL YEAR AND AUDIT

The fiscal year of the Corporation shall end at the same date as the fiscal year of the sponsoring district. 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 3. 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 credits or to render it liable pecuniarily for any purpose or in any amount.

SECTION 4. LIMITATION OF TRANSFER OF ASSET UPON DISSOLUTION

Upon the dissolution of the Corporation or the Charter School, the Board of Directors, after paying or making provisions for the payment of all liabilities of the Corporation or Charter School, shall dispose of all of the assets 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. All other assets became the property of the sponsor.

ARTICLE 7
LIMITATION OF PERSONAL LIABILITY

SECTION 1. PERSONAL LIABILITY

A Director or Officer 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 Director or Officer has breached or failed to perform his/her duties as a Director or Officer, including his/her duties as a Director or Officer of any committee of the board upon which he/she may serve, pursuant to the standard of care set forth in Section 2 of the Article 7, and (b) such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

SECTION 2. STANDARD OF CARE

(a) Each Director or Officer of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his/her duties as a Director or Officer, including his or her duties as a Director or Officer 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 Director or Officer 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:

1. One or more officers or employees of the Corporation whom the Director or Officer reasonably believes to be reliable and competent in the matters presented.
2. Counsel, public accountants, or other persons as to matters which the Director or Officer reasonably believes to be within the professional or expert competence of such person.
3. 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 Director or Officer reasonably believes to merit confidence.

A Director or Officer 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.

(b) Absent breach of fiduciary duty, lack of good faith or self-damaging, actions taken as a Director or Officer or any failure to take any action shall be presumed to be in the best interest of the Corporation.

EXECUTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this Corporation, and we consent to, and do hereby adopt the foregoing Bylaws, consisting of preceding pages, as the Bylaw of the Corporation.

Dated: April 19, 2004

**Lisa H. Stevens
Tammy S. Ferrell**

**Toni Malpass
Pamela Kramer
Tink Baker**

Lisa Best

**John Boozer
Heather Bolt
Ben Devaser
Dale Brubaker**

The Bylaws were amended July 24, 2006 by the Langston Charter School Board.

The Bylaws were amended June 3, 2008 by the Langston Charter School Board.

The Bylaws were amended March 12, 2013 by the Langston Charter School Board.

The Bylaws were amended October 12, 2021 by the Langston Charter School Board.

As Amended: October 12, 2021