

YOUTH LEADERSHIP ACADEMY CHARTER SCHOOL

BY-LAWS

ARTICLE I – NAME, ADDRESS

Section 1.1 Name of Corporation. The name of the Corporation shall be as specified in its Articles of Incorporation, as amended, to wit: Youth Leadership Academy.

Section 1.2 Address of Corporation. The location and address of the registered office of the Corporation shall be 698 Concord Church Rd., Pickens, SC 29671.

Section 1.3 Offices. The Corporation's principal office shall be fixed and located in the County of Pickens, State of South Carolina as the Board of Directors ("Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another within the County of Pickens, South Carolina.

ARTICLE II – NATURE OF CORPORATION

Section 2.1 Non-Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to any individual. The Corporation is organized exclusively for educational purposes within the meaning Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future Federal income tax code.

Notwithstanding any other provision of these Bylaws to the contrary, the Corporation shall not carry on any activities not permitted of:

- (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future Federal income tax code, or
- (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any future Federal income tax code.

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 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 children in accordance with the South Carolina Charter School Law.

ARTICLE III – MEMBERS

Section 3.1 No Members: The Corporation shall have no members. Any action which 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 which would otherwise, by law, vest in the members shall vest in the Board.

Section 3.2 Associates: 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, and no such reference by the Corporation shall render anyone a member. Such individuals might originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but may not vote. 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.

ARTICLE IV – BOARD OF DIRECTORS, CHARTER GOVERNING BOARD

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

Section 4.2 Responsibilities. The Board shall sign a Charter School Contract and ensure compliance with all of the requirements for a charter school provided by the South Carolina Charter Schools Act and Regulations, including:

- (a) employing and contracting with teachers and nonteaching employees;
- (b) ensuring that teachers, whether certified or noncertified, undergo the background checks and other investigations required for certified teachers, as provided by law, before they may teach in the charter school;
- (c) contracting for other services;
- (d) developing pay scales, performance criteria, and discharging policies for its employees;
- (e) deciding all other matters related to the operation of the charter school, including budgeting, curriculum, and operating procedures; and
- (f) ensuring that the charter school will adhere to the same health, safety, civil rights, and disability rights requirements as are applied to all public schools operating in the same school district.

Section 4.3.1 Number and Election. "The Board shall consist of eleven members. Six of the members shall be elected annually by the stakeholders, the parents and guardians of students enrolled and employees of the Youth Leadership Academy, by vote as prescribed by the South Carolina Charter School Law. Parents or guardians of a student shall have one vote each for each student enrolled in the Charter School. Each employee will have one vote. The five members of the Board of Directors shall be elected by plurality of the votes cast. The Board of Directors shall be composed of 11 members. The Board shall be composed of the following categories of members:

- A. Two parents of students enrolled in the school (elected, serving a one year term)
- B. Two representatives at large community (elected, serving a one year term)
- C. A local business person from the area (elected, serving a one year term)
- D. A local business person from the area (appointed, serving a two-year term)
- E. A local representative at large community (appointed, serving a two-year term)
- F. A certified teacher who resides in Pickens County (appointed, serving a two-year term)
- G. A representative of the Pickens County School District (appointed, serving a two-year term)
- H. A local community STEM representative (appointed, serving a two year term and elected, serving one year term.)

"The election process shall consist of the following: A. An election will be held during the month of October. B. Ballots listing the candidates for each category will be sent out no later than October 15th. C. Ballots will be e-mailed to each parent/guardian. D. Each Parent shall receive one ballot for each student enrolled in the school. E. Each Employee will receive one ballot. F. Ballots must be received by 3:00 the last Friday in October. The counting process shall be open to the public. G. The person that receives the most votes in the category for which he/she was nominated or applied will be elected to the Board. H. The newly elected members will be publicized through the school's web pages. I. The Board will hold an organizational meeting no later than November 15th and will elect officers according to the By-Laws.

"The Youth Leadership Academy Charter School shall govern in a manner to be established in conjunction with and approved by the State Board of Education and the SC State Charter School District, consistent with the provisions of the SC Charter School Act."

NOTE: According to State Charter School Law H3241: "All members must be residents of the State of South Carolina. A person who has been convicted of a felony must not be elected to a board of directors."

Section 4.4 Powers of the Board of Directors. The Board, as a board, shall have the full power to manage and oversee the operation of the Corporation's business and to pledge the credit, assets and property of said Corporation when necessary to facilitate the efficient operation thereof. Authority is given to the Charter School Board of Directors by the State of South Carolina as provided in the Charter Schools Act. The Board's powers shall include but not be limited to:

- A. Hiring and firing of employees, including administrative personnel

- B. Contracting for services such as school operations, staff development, financial management, program evaluation, and legal services
- C. Developing school policies and procedures with input of the professional staff and, where appropriate, students
- D. Developing personnel policies and procedures, including pay scales, benefits, and performance management
- E. Ensuring that all certified and non-certified personnel undergo proper background checks, reference checks and verifications before employment begins
- F. Adopting the budget
- G. Approving the school's educational program
- H. Approving the school's accountability plan
- I. Establishing a method of engaging the parents, business persons and other community members in planning, implementing, evaluating, and improving the school
- J. Ensuring that the school adheres to the same health, safety and civil rights and disability rights requirements as are applied to all public schools operating in the District.

Section 4.5 Term. Directors shall be elected or appointed to a one (1) year term of office. Each Director shall serve until the yearly organizing meeting of the charter School in November of each year.

Section 4.6.1 Resignation and Removal. Any Director may resign effective upon giving written notice to the Chairman of the Board, or the Secretary of the Board, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. A Director may be removed without cause by a majority of the Directors then in office.

Section 4.6.2 Removal for Cause. A Director may be removed if he/she no longer qualifies to be a Director or for failure to perform his/her duties. Removal of a Director for Cause may be initiated by any member of the Board or by a majority vote petition of the Stakeholders and in either case must be in writing. The Board shall hold a public meeting within ten (10) school attendance days of receiving such a request or petition. Such meeting shall be conducted with regard for the reasonable due process rights of all parties.

Section 4.7 Vacancies. A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, is removed, if the Director no longer qualifies, or if the authorized number of Directors is increased. A vacancy on the Board may be filled by a majority vote of the remaining Directors, although less than a quorum. Each Director so elected shall hold office until the next annual meeting of the Corporation when Directors are elected in the usual course. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.8 Qualifications of Board Members. Members shall qualify under all requirements of the South Carolina Charter School Law. The Chairman of the Board may summarily

remove a Director who has been convicted of a felony, or has been found to be of unsound mind by any court of competent jurisdiction, or has failed to attend four (4) or more meetings of the Board in any calendar year. Upon giving notice to the Directors of such action, the Chairman of the Board shall declare the office of the removed Director to be vacant.

Section 4.9 Compensation of Board Members. Directors shall not receive any compensation for their services; however, the Board may approve the reimbursement of a Director's actual and necessary expenses incurred in the conduct of the Corporation's business or when acting at the request of and on behalf of the Board.

Section 4.10 Rights of Inspection. Every current Director has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation provided such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the Corporation's obligations to maintain the confidentiality of certain books, records and documents under any applicable federal, state or local law.

ARTICLE V – BOARD MEETINGS

Section 5.1 Annual Meeting. The annual meeting of the Directors of the Corporation for the election of Directors and Officers to succeed those whose terms expire and for the transaction of other business as may properly come before the meeting, shall be held each year during the first quarter of the school year at the principal office of the Corporation in the County of Pickens, SC. The schedule to be followed each year in the election of board members is outlined in Section 4.3.1 and 4.3.2, unless otherwise amended by the Board.

Section 5.2 Regular Meetings. The Board shall also meet regularly during the year. Initially, monthly meetings will be scheduled for the 2nd Monday of each month at 7:00 PM and meetings shall continue on this schedule unless the schedule/By-Laws are amended by the Board. A notice and agenda shall be posted and also sent to each stakeholder at least one week prior to the meeting. 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. Meetings will be conducted in accordance with the South Carolina Freedom of Information Act.

Section 5.3 Place of Meetings. All meetings of the Board for conducting Charter School business shall be held at the principal office of the Corporation in the County of Pickens, SC, or at such other place as shall be determined from time to time by the Board. The place at which such meetings shall be held shall be stated in the notice of meeting. No change in the place of meeting shall be made within three (3) days before the day on which an election of Directors is to be held.

Section 5.4 Special Meetings. Special meetings of the Board shall be called at any time by the Secretary upon the written request of either the President or three members of the Board.

Section 5.5 Notice of Meetings. Every meeting of the Board shall be noticed by mail or email to each member not less than 3 nor more than 15 days before the meeting. Such notice shall state the date, the time, 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. Such notice shall be directed to each member entitled to notice at his/her address as it appears on the books or records of the Corporation.

Section 5.6 Waiver of Notice. A waiver of any notice in writing, signed by a Director or Officer, whether before or after the time of notice required for holding a meeting, and regardless of the Director's or Officer's presence at any such meeting, shall be deemed equivalent to a notice required to be given to any Director, or individual.

Section 5.7 Quorum. At all meetings of the Board, the presence of a majority of the then current Directors shall be necessary and sufficient to constitute a quorum and, except as otherwise provided by law, the act of a majority of the members present shall be the act of the Board. In the absence of a quorum, limited business shall be transacted, to wit: to take measures to obtain a quorum, to fix a time to adjourn, to take a recess, and to take and record the attendance or absence of each Director for the purposes of Sections 4.6.2 and 4.8, above.

Section 5.8 Voting. Voting by the Board shall be in person and no proxy voting may occur at any meeting. Tie votes will be broken by the Chairman of the Board.

Section 5.9 Committees. The Board may from time to time, by resolution, constitute such committees of members, officers, employees, members, or non-members, with such functions, powers and duties as the Board deems necessary or appropriate. Unless the Board shall provide otherwise, each such committee shall enact rules and regulations for its governance.

ARTICLE VI – OFFICERS

Section 6.1 Officers. The Officers of the Corporation shall be Chairman of the Board, Vice Chairman, Secretary, and Treasurer. Officers of the Corporation may also be Directors of the Corporation. The officers shall perform such duties as usually pertain to the offices which they hold or as may be assigned to them by the Board.

Section 6.2 Election of Officers. The officers shall be elected annually for a one (1) year term, at the designated annual meeting of the Board by a plurality of the votes cast and may succeed themselves in office. Each person elected an officer shall continue in office until the next annual meeting after his/her election or until his/her successor shall have been duly elected and qualified, or until his/her earlier death, resignation, or removal. Vacancies of officers caused by death, resignation, removal, or decrease in the number of officers may be filled by a majority vote of the Board at a special meeting called for that purpose or at any regular meeting.

Section 6.3 Additional Officers. The Board, at any meeting, may by resolution appoint such additional officers and such agents and employees and determine their term of office and compensation, if any, as it may deem advisable. The Board may delegate to any officer or committee the power to appoint such subordinate officers, agents, or employees and to determine their terms of office and compensation, if any.

Section 6.4 Chairman of the Board. The Chairman of the Board has the general management powers and duties usually vested in the office of President and General Manager of a corporation as well as such other powers and duties as may be prescribed from time to time by the Board. The Chairman of the Board is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction and control of the business of the Corporation. The Chairman of the Board shall preside at all meetings of the Board.

Section 6.5 Vice Chairman. In the absence or disability of the Chairman of the Board, the Vice Chairman will perform all the duties of the Chairman of the Board and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairman of the Board. The Vice Chairman shall have such other powers and perform such other duties as the Board may prescribe from time to time.

Section 6.6 Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, including the following information for all such meetings: the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office, the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all Directors and their respective addresses. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all its members promptly after the meetings; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer; and shall have such other powers and perform such duties as may be prescribed from time to time by the Board.

Section 6.6 Treasurer. The Treasurer of the Corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of

the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be open to inspection by any Board member. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated from time to time by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, and shall render to the Board, upon request, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall present an operating statement and report, since the last preceding regular Board meeting, to the Board at all regular meetings. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 6.7 Removal. An Officer who is appointed by the Board and not a Director may be removed at any time without cause by a majority vote of the Board of Directors. An Officer who is also a Director may be removed in accordance with the provisions herein for removal of a Director.

Section 6.8 Vacancies. A vacancy in any Office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE VII – FISCAL AFFAIRS

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall be from July 1st to June 30th.

Section 7.2 Audit. The Treasurer of the Corporation shall be required periodically and no less than annually, to employ a certified public accountant to audit the accounts of the Corporation.

Section 7.3 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 7.4 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.

ARTICLE VIII – INDEMNIFICATION

Section 8.1 General. The Corporation shall indemnify each Director, Officer, employee and representative (“Indemnitee”) from the expenses and risks as set forth in Sections 8.2 and 8.3 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 or proceedings had no reasonable cause to believe his or her conduct was unlawful.

Section 8.2 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 an employee, agent, 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.

Section 8.3 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 Sections 8.1 and 8.2 of this Article, and such Indemnitee must repay such amount if it is ultimately determined by the Board that the Indemnitee is not permitted to receive indemnification for any reason provide by law.

ARTICLE IX – LIMITATION OF PERSONAL LIABILITY

Section 9.1 Personal Liability. A member of the Corporation shall not be personally liable to the Corporation 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 9.2 of this Article IX, and (b) such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 9.2 Standard of Care. Each Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his/her duties as a Director, 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 reply 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. Once or more Officers or employees of the Corporation whom the members reasonably believe to be reliable and competent in the matters presented.
2. Counsel, public accountants, or other persons as to matters which the member 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 member reasonably believes to merit confidence.

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.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a member or any failure to take any action shall be presumed to be in the best interests of the Corporation.

ARTICLE X – MISCELLANEOUS PROVISIONS

Section 10.1 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 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 10.2 Notices. Except as may otherwise be required by law, any notice required to be given shall be in writing and signed by the President 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 postpaid wrapper, addressed to the person entitled thereto at his last postal address appearing on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Likewise, any notice required shall be deemed sufficient by emailing to the person entitled thereto at his last email address appearing on the records of the Corporation, and such notice shall be deemed to have been given on the day it is sent. Proof of sending shall constitute proof of notice. Any notices required to be given may be waived, by the person entitled thereto in writing, 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.

ARTICLE XI -- AMENDMENTS

Section 11.1 Amendment of By-Laws. New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Board. Whenever any amendment or new Bylaws are adopted, copies shall immediately be placed by the Secretary in the Book of Bylaws with the original Bylaws, and immediately after them, and shall not take effect until so copied. If any Bylaws are repealed, the fact of repeal with the date of the meeting at which the repeal was enacted must be stated in the book and until so stated, the repeal must not take effect. Whenever any provision of the Bylaws is either amended or repealed, a marginal note shall be made thereon indicating the place or page where the amendment or repeal may be found.

CERTIFICATE OF BYLAWS

I certify that I am the initial agent of YLA Charter School, Inc., an South Carolina Nonprofit Corporation, and that the foregoing Bylaws, constitute the Bylaws of such corporation.

IN WITNESS WHEREOF, I have signed my name to this Certificate on_____.

Signature