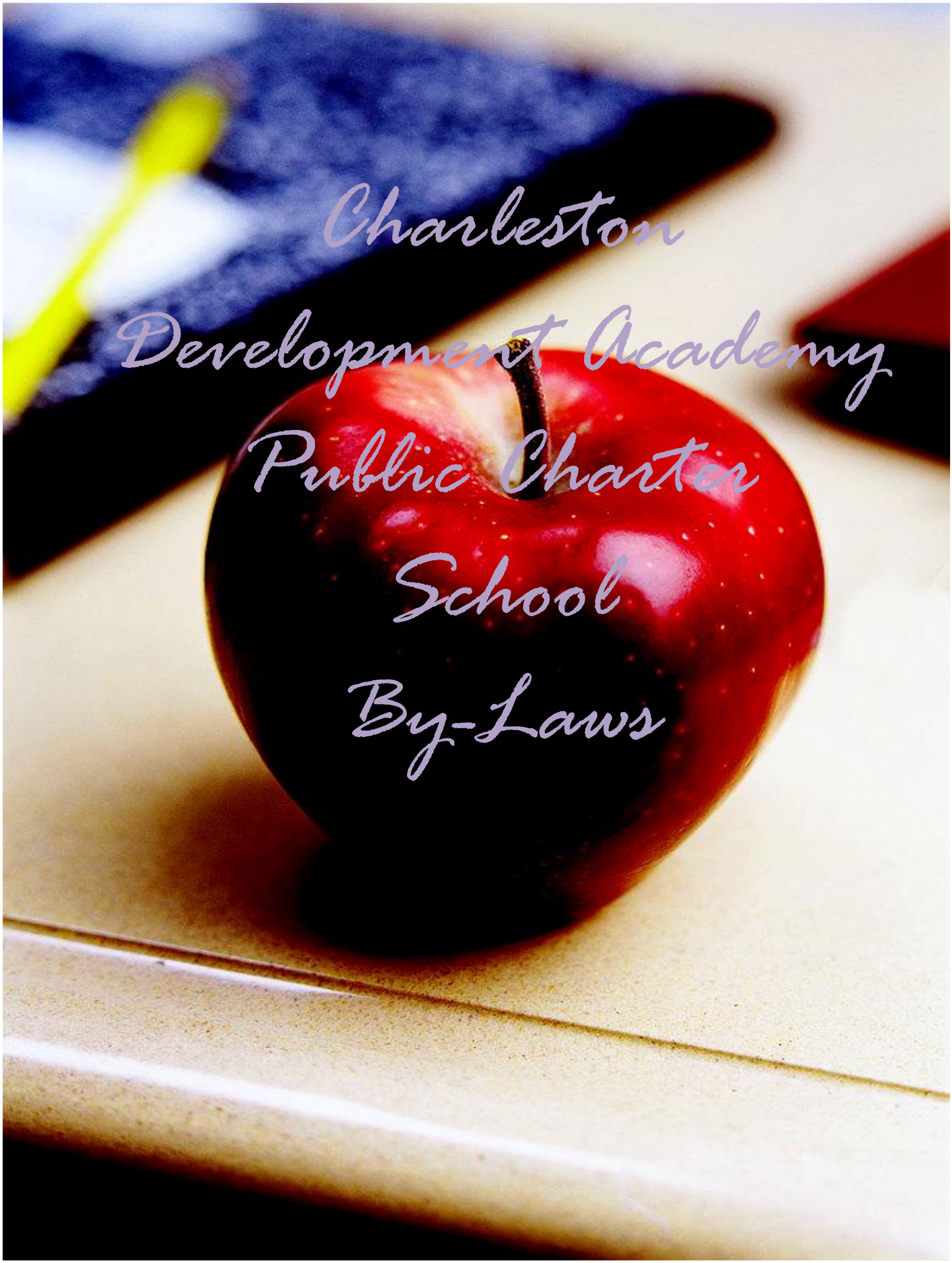

Charleston
Development Academy
Public Charter
School
By-Laws

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CHARLESTON DEVELOPMENT ACADEMY, INC

PUBLIC CHARTER SCHOOL BY-LAWS

APPROVED SEPTEMBER 22, 2020

ARTICLE I Charleston Development Academy, Inc.

SECTION 1: Name

The name of the non-profit Association is Charleston Development Academy, Inc. Public Charter School (Charleston Development Academy, Inc. for legal and financial purposes; CDA, Inc. for abbreviated form) and is duly authorized under the statutes of the State of South Carolina.

SECTION 2: Address of Corporation

The principle office of the Association is located in the City of Charleston, in Charleston County, in the State of South Carolina. The street address of registered office of the Association is **P.O. Box 20518,** 233 Line Street, Charleston County, Charleston, South Carolina, 29413.

ARTICLE II: Purposes

SECTION 1: Purposes

The purpose of Charleston Development Academy, Inc. is to establish a charter school under South Carolina Charter School Status and to pursue related educational endeavors.

ARTICLE III: Governance Board of Director

SECTION 1: Powers

The activities, affairs and business of the Association shall be conducted by or under the direction of the Board of Directors.

SECTION 2: Number, Qualifications, Election, and Tenure

a) The number of Directors constituting the Board of Directors shall be as follows:
    - **Nine (9)** total members
    - **Two (2) Employee Representatives** currently contracted CDA, Inc. faculty or staff members, shall be elected by his/her fellow employees for a for a two (2) year term
    - **Three (3) Parent Representatives** parents with currently enrolled children at CDA, Inc. shall be elected by his/her fellow parents for a two (2) year term
    - **Four (4) "At-Large" Representatives** shall be a combination of community members, parents, and stakeholders who share the common mission/vision of CDA,

Inc., shall be elected by the current Board for a two (2) year team. Five of these Directors must have a background in K12 education or in business.

b) A person needs to be at least eighteen (18) years of age to be qualified as a Director. Paid employees of the Association may serve on the Board of Directors only as Non-voting Members.

c) Any qualified person seeking to become a Director of the Charleston Development Academy, Inc. Board of Directors will submit an application, including a resume and explanation of why he/she is seeking membership to the Board. Such person shall have the shared interest and common goal of the mission of CDA, Inc. When a vacancy or vacancies occur, either by death, resignations, and removal from office, end of term, tenure limit, and/or for any other reason, the remaining Board members will review the applications submitted and elect the applicant(s) seeking to become members of the Board of Directors. The sitting Board members may conduct interviews with the perspective Board candidates.

d) The term for the Board of Directors shall be staggered. Except non-voting employee Directors, no person appointed or elected to a two (2) term shall serve more than **two (2) consecutive terms.** However, each Director shall continue in office until the successor in that office shall have been duly appointed or until the current Director shall resign, become disqualified or have been removed for cause.

e) The two (2) year term for each Director shall begin in July and expire in June of the second year. Elections shall be held and results posted by May and a Board Retreat combining outgoing and incoming Directors shall be held in June for the upcoming fiscal/school year.

SECTION 3: Duties

a) Directors shall perform any and all duties imposed on them collectively and individually by law, the Articles of Association or by these By-Laws. Directors shall stand in a fiduciary relation to the Association and shall discharge the duties of the respective positions in good faith, and with that diligence and care which reasonably prudent men and women would exercise in similar circumstances and like positions.
b) Directors shall appoint, remove, and employ the Chief Executive Officer (also known as the Principal) of the Association.
c) Directors shall meet at such times and places as required by these By-Laws. The Board will consider a Director with three (3) consecutive unexcused absences from regular meeting as having resigned and will appoint a successor. **The Chairperson of the Board shall formally notify affected Director, via letter, of his or her removal from the Board.**
d) Directors shall register their address with the Secretary of Charleston Development Academy, Inc.

SECTION 4: Regular Meetings

Regular meeting shall be held at least **nine** times per year unless otherwise designated by the Chairperson of the Board of Directors, by written call of a majority of its members, or by resolution of the Board. A regular Annual Meeting of the Board of Directors shall be held during the month of **September** each year.

SECTION 5: Substitute Regular Meetings

If any regular meeting shall not be held as designated in Section 4, above, a substitute meeting may be called by the Chairperson or by two or more of the Directors. This meeting may be designated as a regular meeting.

SECTION 6: Special Meetings

The persons authorized to call Special Meetings of the Board are the Chairperson or at least two Directors. All Board Members must be notified not less than four (4) days in advance of the place and time of a Special Board Meeting, such notice to be made pursuant to Section 7, below.

SECTION 7: Notice of Meetings

Notice of any regular meeting, including the Annual Meeting of the Board of Directors shall be given to the Board Members at least one (1) week, seven (7) days, prior thereto. Notice of any special meeting of the Board of Directors shall be given at least four (4) days prior thereto. All notices shall be in writing delivered personally or sent by mail, telegram, e-mail, or fax to the address of each Director as shown on the records of the Association.

SECTION 8: Quorum

The presence of a majority of the members of the Board of Directors at a meeting duly assembled shall constitute a quorum for the transaction of business. If less than a quorum is present at the time and place of any meeting, the Directors present may adjourn the meeting until a quorum shall be present. In the event that a quorum is not met, the new quorum will stand to be one-half (1/2) minus one (1) voting members present.

SECTION 9: Voting

Except as otherwise expressly provided by statute, or by the Charter of the Association, or by these By-Laws, the action of a majority of the Directors present at the meeting in which there is a quorum shall be at the action of the Board of Directors. A Director who is present at a meeting where there is an action on Association matters shall be presumed to have assented to the action taken unless a contrary vote is recorded or otherwise entered into the minutes of the meeting.

SECTION 10: Resignation of Directors

A Director may resign at any time by giving notice in writing to the Chairperson or Secretary of the Association. Such resignation shall take effect at the time specified, or if no time is specified, at the time such resignation is received by the Chairperson or Secretary.

SECTION 11: Vacancies

If a vacancy should occur on the Board of Directors by death, resignations, disqualification, or otherwise, the remaining Directors may continue to conduct the Association's business. The vacancy may be filled as provided in Section 2(c) of this Article III. If a vacancy is not filled within sixty (60) days, such vacancy may be filled by the vote of less than a quorum, or by the sole remaining Director if there is only one Director remaining, even though such majority is less than a quorum. A Director who is chosen in this manner shall hold office for the un-expired portion of the term of the person whom the newly elected Director succeeds. A Director's service filling a vacancy will not be counted against the limit of two consecutive two (2) year terms specified in SECTION 2 d.

SECTION 12: Director's Adverse Interest

If any Director has an adverse interest in an Associate transaction, such a Director must make full disclosure to the Board of the adverse interest as soon as such Director knows, or should know its existence. Upon full disclosure, the Board may approve the transaction only by a good faith vote of a majority of the disinterested Directors present, regardless of being less than a quorum. However, no such transaction may be approved if it would constitute self-dealing prohibited under section 4941 of the Internal Revenue code of 1986, or the corresponding provisions of any later federal tax laws, or if it would result in the imposition of any excise tax under any other provision of Chapter 49A of the Internal Revenue Code of 1986, or the corresponding provision of any later federal tax laws.

SECTION 13: Certain Director Liability

A Director shall be subject to the liabilities imposed by law upon Directors. In addition, all Directors who vote for or assent to any distribution of assets of the Association contrary to any lawful restrictions in the Non-profit Association Act of the State of South Carolina, the Associate Charter, or the By-Laws, shall be jointly and severally liable to the Association for the amount of such distribution. Furthermore, such liabilities shall not exceed the debts, obligations and liabilities existing at the time of the vote or assent where the Director relied and acted in good faith on financial statement of the Association to be correct and to be based on generally accepted principles of sound accounting practice by the Chairperson or the Treasurer, or certified by an independent public accountant or firm of such accountant to fairly reflect the financial condition of the Association.

ARTICLE IV Officers

SECTION 1: Designation of Officers

The Officers of the Board of Directors of this Association shall include the Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Directors may designate and fill other corporate officers as needed. Any two offices or more may be held by one person, except the offices of Chairperson, Secretary, and Treasurer. No officer shall sign or execute any document in more than one capacity.

SECTION 2: Election, Term of Office and Qualifications

Each officer shall be elected by the Board of Directors **no later than June of each year**. Only members who will serve in the coming year will vote for the new officers. These officers shall hold office during the fiscal year after their election. Other officers, as needed, may be appointed in accordance with the provisions of Section 3 of this article and may be elected by the Board at the Annual Meeting.

SECTION 3: Subordinate Officers and Agents

The Board of Directors may appoint other officers or agents (i.e. Chief Executive Officer/Principal), each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may determine. The Board of Directors may delegate to any officer or agent the authority to appoint any subordinate officer or agent and to prescribe the respective authority or duties.

SECTION 4: Duties

Officers shall stand in a fiduciary relation to the Association and shall discharge the duties of the respective positions in good faith, and with that diligence and care which reasonably prudent men and women would exercise in similar circumstances and like positions.

SECTION 5: Removal

The officers specifically designated in Section I of this Article IV may be removed with cause, by vote of the majority of the Board of Directors present at any regular meeting, or at a special meeting of the Board called for that purpose. The officers appointed in accordance with the provisions of Section 3 of this Article may be removed, with cause, by the Board of Directors, by a majority vote of the Directors present at any meeting. The removal of any person from office shall be done without prejudice to the contract rights, if any, of the person so removed. A Director shall be removed for, but not limited to, the following: conviction of a felony crime or crime of moral turpitude.

SECTION 6: Resignations

Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson of Secretary of Charleston Development Academy Public Charter School or, if that officer was appointed by an officer or agent in accordance with Section 3 of this Article, by giving written notice to the appointing officer or agent.

SECTION 7: Vacancies

A Vacancy in any office because of death, resignation, removal or disqualification, or any other cause, shall be filled for the un-expired portion of the term of such office in the manner prescribed by these By-laws for regular appointments or elections to such offices.

SECTION 8: Principal/Chief Executive Officer

The Principal/Chief Executive Officer shall have general charge of the business and affairs of the corporation and control over its employees. The Principal/Chief Executive Officer shall do and perform such other duties as may be assigned by the Board of Directors, including managing of day-to-day operations. The Principal/Chief Executive Officer shall motivate others towards the fulfilment of the mission of CDA, Inc. The Principal/Chief Executive Officer is required to attend all school governance board meetings or send a representative who can present a full report and answer questions

SECTION 9: Chairperson

The Chairperson shall have general charge of the business and affairs of the Board of Directors. The Chairperson has the responsibility for conducting meetings and performing such other duties as assigned by the Board of Directors. As soon as practical, the Chairperson shall appoint the chairpersons of the standing committees identified by the Board. Chairpersons shall hold office at the discretion of the Board.

SECTION 10: Vice-Chairperson

At the request of the Chairperson, or in absence or disability of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson and when so acting shall have all the powers of, and subject to all the restrictions upon, the Chairperson.

SECTION 11: Secretary

The Secretary (or designee) shall see that accurate minutes of the meetings of the Board of Directors are created, approved, and properly recorded. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-laws or as required by the law. The Secretary shall be the custodian of the statements, books, records, reports, certificates, and other documents of the Association and the seal of the Association and see that the seal is affixed to all documents requiring such seal. The Secretary shall perform all duties and possess all authority as may be assigned by the Board of Directors.

SECTION 12: Treasurer

The Treasurer shall supervise the finances for CDA, Inc. and the Finance Committee. The treasurer will serve on the Finance Committee. The Treasurer shall ensure that financial operations of CDA, Inc. are managed effectively and efficiently. The Treasurer shall have an audit of all financial assets of CDA, Inc. conducted by a qualified auditor. The Treasurer shall provide complete financial statement to be presented at each school governance board meeting and at other meetings when required.

SECTION 13: Committees

a) **Finance Committee:** The Finance Committee shall have supervision over the funds, receipts, disbursements and securities of the Association. The Finance Committee shall perform such other duties and have such other authority as may be assigned granted by the Board of Directors. The Finance Committee may be required to be bonded for the faithful performance of the duties of the office in such form and amount as the Board of Directors may determine. The Finance committee Chair must be a current board member who is appointed by the Board Chair. The Treasurer must be an active member of this committee but is not required to serve as Chair. The Chair may assemble a committee that includes both board members and non-members

b) **Nominations and Elections Committee:** A Nominations and Elections committee shall be appointed by the Board no later than the end of January of each calendar year. The members of this committee shall include at least one parent, one teacher, one non-employee friend of CDA, inc., one school administrator, and one current board member volunteer who agree to convene and chair the committee while reporting monthly to the board about the nomination and election process. Under ordinary circumstances, The Nominations and Elections Committee will convene in early February to establish their procedures, then solicit nominations for at least 14 days between the February and March board meetings. The committee will notify friends of CDA, Inc. employees, and parents of Feb-March nominations window and provide an accessible means for people to nominate themselves or others. The Nominations and Elections Committee will serve through the June Board meeting at which time they will file a report of the Jan-June election process.

c) **Personnel and Grievance Committee:** A standing Personnel and Grievance Committee will be appointed by the board no later than the July Board meeting of each year. The committee chair must be a current board member who is appointed by the Board Chair. Current parents and employees may not serve on the Personnel and Grievance committee due to sensitive issues that may be addressed in this committee. Parents, faculty, and staff who have already pursued proper procedures to address concerns or feedback but feel they have a grievance will be directed to this committee for further discussion and follow-up. Any recommendations about personnel to come from the Personnel and Grievance committee will be implemented in collaboration with the Principal/Executive. The committee Chair and at least one other personnel committee member will meet with the Principal/Executive at least quarterly to review progress toward written goals for the Principal and the school and communicate about any recent or pending staffing issues. The Personnel and Grievance Chair will ensure that an annual data-based review of the Principal is conducted and documented by the full Board no later than June of each year.

SECTION 14: Duties of Officers may be delegated

In case of absence of an officer of the Association or for any other reason that the Board may deem sufficient, the Board may delegate authority of duties of such officer to any other officer or to any Director provided a majority of the entire Board of Directors concurs therein.

ARTICLE V Procedures and Restrictions

SECTION 1: Contracts

Except as otherwise provided in these by-laws, the Board of Directors may authorize any officer or agent to enter into any contract or to execute or deliver any instrument on behalf of the Association, and such authority may be general or confined to specific instances.

The Board of Directors also authorize the Chief Executive Officer to initiate all vendor contracts and to renew said contracts annually, no later than July 1st of the fiscal year in question, if said contract is to be renewed. The Board of Directors must approve all contracts before they take effect. Faculty and staff contracts shall be approved and issued by August 15 of the fiscal year in question.

SECTION 2: Loans

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any officer or agent of the Association thereunto so authorized may affect loans or advances for the Association for such loans and advances may make, execute, and deliver promissory notes, bonds, or other evidences of indebtedness of the Association.

SECTION 3: Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select, or as may be selected by any officer or agent of the Association to whom such power may from time to time be given by the Board of Directors.

SECTION 4: Checks, Drafts

All approved purchase orders, plus payment requests, approved checks and endorsements or other evidences of indebtedness shall be signed by the designated Financial Officer and Executive School Director unless there is a conflict, in such other manner as the Board of Directors may determine. Endorsements for deposits to the credit of the Organization in any of its duly authorized depositories as it relates to operating accounting will be made by the Executive School Director or Finance Committee or by any agent who may be signed by resolution of the Board of Directors in such manner as such resolution may provide.

SECTION 5: Gifts

The Board of Directors may accept on behalf of the Association any contributions; gift, bequest, or devise for the general purposes or for any special or educational proposes of Charleston Development Academy Public Charter School.

SECTION 6: Nomination and Election procedures

The Nominations and Elections Committee will convene in early February to establish their procedures, then solicit nominations for at least 14 days between the February and March board meetings. The committee will notify friends of CDA Inc., employees, and parents of Feb-March nominations window and provide an accessible means for people to nominate themselves or others. In soliciting a slate of nominees, the Nominations and Elections Committee will consider and ensure compliance with requirements regarding overall composition of the board including that Fifty percent of the members of the board as specified by the bylaws must be individuals who have a background in K-12 education or in business…. In addition, 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. If slots remain unfilled the committee members will actively reach out to and recruit viable nominees.

All consenting and duly nominated parent and employee board candidates will be placed on ballots for voting to take place over a 14-day period in April. The ballot will include a brief bio on each candidate describing their interest in and relationship to CDA. Voters will be asked to rank order their choices if more than one candidate is submitted by the nominating committee for a given seat.

At the March board meeting the Nominating Committee will present the slate of nominees and review the slate in the context of compliance with by-law composition requirements. The 11 members of the Board of Directors will elect its three new **"At Large" representatives** by paper vote submitted in a sealed envelope between the March board meeting and the third Tuesday in April. The ballots will count by two Nominating Committee members and the results will be presented at the April Board meeting.

The ballot for **parent representatives** shall be distributed to all parents by both paper and electronic means. For this purpose, "parent" refers to the child's legal guardian or primary caretaker. Families with more than one child at CDA may submit one ballot (one vote) for each child. Parents will vote to elect at least one new parent representative each year. On alternate years they will additionally vote for a second parent representative who is an active member of the SIC. Parent Representatives will serve for a two-year term.

The ballot for **employee representatives** shall be distributed to all employees by both paper and electronic means. For this purpose "employed" can refer to any currently employed member of the teaching staff, full or part time, including lead teachers. Senior administrators supervised directly by the Board are not eligible to serve in the designated employee slot. Each employee can submit one vote. Employee representatives will serve a two-year term.

If special circumstances such as school closures prohibit following the agreed-upon timeframe for elections, the board and nominating committee will make every effort to fairly expedite the process so that a duly elected board and officers can be in place in time for the new school year (August-September).

ARTICLE VI General Provisions

SECTION 1: Associate Seal

The Associate seal shall be in such form as shall be approved by the Board of Directors.

SECTION 2: Fiscal year

The fiscal year of the Association shall be established from time to time by resolution of the Board of Directors.

SECTION 3: Amendments to By-Laws

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted at any regular or special meeting upon a two-thirds (2/3) vote of the Directors then in office; provided however, that notice shall be given of the intention to alter, amend, or repeal or to adopt new By-Laws at such meeting at least seven (7) days prior to such meeting in writing delivered personally or sent by certified mail, regular mail, telegram, e-mail, or fax to the address of such Director as shown on the records of the Association.

SECTION 4: Books and Records

The Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors.

SECTION 5: Meeting Regulation

All meetings of the Association including annual, special, and other shall be governed by Robert's Rules of Order.

SECTION 6: Officer and Director Indemnification

The Association shall indemnify the Director, officer or former Director/officer of the Association or any person who may have served at its request as a Director or officer of another

association, partnership, joint venture, trust, or other enterprise against liabilities and reasonable litigation expenses, including attorney's fees, incurred by the Director in connection with any action, suit or proceeding in which that Director is made or threatened to be made a party by reason of being or having been such Director or officer, except in relation to matters as to which the Director shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty. The indemnification authorized by the Section 6(a) shall be in addition to that permitted by General Statutes Sections 55A-17.2 or 55A-17.3 or South Carolina general Statues or as authorized in these By-laws.

The Association may purchase and maintain insurance on behalf of any person who is or was Director, officer, employee or agent of the Association or is or was serving at the request of the association as a director, officer, employees or agent of the Association, partnership, joint venture, trust, or other enterprise against any liability asserted against and incurred by the person in such

capacity, or arising out of the officer's status as such, whether or not the Association would have the power to indemnify that officer against such liability.

Expenses incurred by a Director, officer, employee or agent in defending a civil or criminal action suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall be ultimately be determined that the person is entitled to be indemnified by the association as authorized in Section 55A-17.2 or 55A-17.3 of South Carolina General Statues or as authorized in these By-laws.

SECTION 7: Conflict of Interest

No Director, officer, or employee of the Association shall obtain any direct or indirect economic stake in any entity participating in the programs of the Association, and the Association shall not employ any individual who serves as a Director or officer of such an entity, or an individual who owns a stake in any such entity. It is the policy of the Association that no Director, officer, or employee of the Association shall receive any personal or private benefit resulting from the activities of the Association or from the receipt by the Association of funds from the State of South Carolina or from any other source, apart from reasonable compensation for services rendered and reimbursement for reasonable expenses incurred in the conduct of the business of the Association. In furtherance of this policy, the Board of Directors shall have the power to make such rules and regulations concerning conflicts of interest as it deems appropriate from time to time.

SECTION 8: Gender

The masculine gender used in these By-laws shall include the feminine and masculine persons.

SECTION 9: Prohibited Activities

The Association shall comply with 501(c) (3) prohibitions against substantial lobbying and involvement in political campaigns for public candidates. No part of the net earnings of the Association shall inure to the benefit of or be distributable to, its members, Directors, officers, or other private persons.

Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted (a) by an association exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code for or (b) by an association, contributions to which are deductible under Section 17Q(c)(2) of the Code.

SECTION 10: Disposal of Assets

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the association, dispose of all of the assets of the Association as directed pursuant to South Carolina General Statures.

The undersigned persons certify the foregoing by-laws have been adopted as the revised by-laws of the Association, in accordance with the requirements of the Association Law.

_____

Chairperson, Board of Directors *Date:*

_____

Chairperson, By-Laws Committee *Date:*

_____

Principal, Charleston Development Academy, Inc. *Date:*

STATE OF SOUTH CAROLINA
COUNTY OF CHARLESTON

Amended September 22, 2020

Amended September 24, 2024