

# Midlands Arts Conservatory Charter School Bylaws

## Article 1 Name and Incorporation

Section 1. Name. The name of the non-profit corporation is Midlands Arts Conservatory (MAC). It is hereinafter referred to as MAC.

Section 2. Location. The principal location of the MAC school facility shall be the Midlands of South Carolina.

Section 3. Purposes. MAC is a non-profit corporation organized under the laws of South Carolina and its purposes are exclusively educational as set forth in the Articles of Incorporation. The major purpose of the non-profit corporation is to become a brick and mortar public charter school in South Carolina.

Section 4. Non-discrimination. MAC shall not discriminate on the basis of race, religion, national origin, gender, sexual orientation, or age in either hiring, other employment practices of the school or in its admission policies for students. Further, MAC shall be open to all South Carolina students in the state of South Carolina on a space available basis and shall not discriminate in its admission policies or practices. MAC shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws. MAC shall abide by all other laws, regulations, and contractual obligations applicable to the operation of a public charter school in the State of South Carolina.

## Article II Members

Section 1. Governance. The MAC Governing Board shall have all the powers and duties for the conduct of the activities of the school. The Governing Board shall delegate operational responsibilities not specified in these By-laws to the school's principal.

## Article III Governing Board

Section 1. Number. The Governing Board shall consist of not less than nine members, at least two of whom are appointed by the Governing Board.

Section 2. Qualifications. Governing Board Members shall be South Carolina residents, elected by eligible voters as defined in Section 5 below in a yearly general election in accordance with applicable laws and regulations. Governing Board members shall not have a felony conviction.

Section 3. Term. Governing Board Members shall be elected for two year terms with the exception of the very first election where three designated positions will be elected for a one-year term to provide for staggered terms. The three designated positions will be announced by the MAC Planning Committee prior to the election and prior to the slate of nominees being announced.

Section 4. Powers. Governing Board Members shall have all powers and authorities, as designated in the school's Charter. The Governing Board shall do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the school. The Governing Board may,

by general resolution, delegate to its own members, officers, or the school's administration such powers as it may see fit for specified purposes and periods of time.

Section 5. Election. The names of the initial Planning Committee Members are set forth in the Articles of Incorporation. All successor Governing Board Members shall be elected by the eligible voters of the school community in an election held each year at the Annual Meeting. Eligible voters shall be the parents or guardians of any children currently attending the school and all school employees. Elections shall be conducted by secret ballots. Voters shall be required to sign a Roster of Voters to confirm their eligibility to vote. Each school family shall be accorded one vote per child attending the school. Proxy voting is prohibited. Votes shall be tallied and announced at the meeting where the vote takes place. A group of volunteers of not more than five people who are eligible to vote shall tally the vote. In the event of a tie vote for a position, a second ballot will be cast for that position only. Newly elected Governing Board Members shall assume office at the first Governing Board Meeting following their election.

Section 6. Governing Board Officers. The Governing Board Officers shall consist of a Board Chair, a Vice-Chair, a Secretary, and a Treasurer preferably with prior fiscal experience. The officers shall be elected by Governing Board Members at the first Governing Board Meeting after the Board election. Officers shall be elected annually following the Annual Meeting where election of Board Members were held.

Section 7. Term limits. Governing Board membership shall be limited to three consecutive two year terms. Previous Board Members shall be re-eligible for membership after a two-year lapse.

Section 8. Resignation and Removal. A Governing Board Member may resign by submitting his or her resignation in writing to the Board Chair. A Governing Board Member may be removed for cause at a meeting of the Governing Board by an affirmative vote of two-thirds of the remaining Governing Board. A Board member being considered for removal shall receive at least two weeks notice of such a proposed action and shall have the opportunity to address the Board regarding such action prior to any vote of removal.

Section 9. Annual Meeting. An annual meeting of the Governing Board for the election of Board Members and such other business as may come before the meeting shall be held in November of each year. Written notice of the time and place of the meeting shall be given not less than 30 days before the meeting. The notice shall comply with the Freedom of Information Laws and public meeting laws of South Carolina. Officers of the Governing Board shall be elected at the first meeting following the Annual Meeting.

Section 10. Regular Meetings. Regular meetings of the Governing Board shall be held at least eight times a year including the Annual Meeting. Meeting times, place, and an agenda shall be posted at least 48 hours before the meeting.

Section 11. Special Meetings. Special Meetings of the Governing Board for any purpose or purposes may be called by the Board's Chair or by a petition signed by a majority of the full Governing Board. Such meetings shall be held with not less than two days' notice given to Governing Board Members and posted in according to the South Carolina public meeting laws. Meeting notice will specify the time and place of the meeting and the agenda will list the specific

reason(s) for the meeting. No business beyond the specific agenda items may be considered at a Special Meeting.

Section 12. Open Public Meeting. All meetings of the MAC Governing Board shall be held in accordance with the South Carolina Freedom of Information Act and applicable public meeting laws.

Section 13. Quorum. A majority of the the full members of the Governing Board shall constitute a quorum for the transaction of business at a duly noted Governing Board Meeting. When a quorum is present, a majority of Board Members present may take any action on behalf of the Governing Board. Every act of the majority of the Governing Board present at a meeting duly held at which a quorum is present shall be regarded as the act of the MAC Governing Board.

Section 14. Vacancies. A vacancy on the MAC Governing Board may be temporarily filled by a majority vote of the remaining Board. The vacancy will be filled until the next Annual Meeting of the Governing Board when an election takes place.

Section 15. Compensation. Governing Board members receive no payment for their services. With Board approval, Governing Board Members may be reimbursed for out-of-pocket expenses incurred on approved Board business Board Members must present receipts for all such expenses. Board expenses shall be published and publically presented at the Annual Meeting of the Governing Board.

#### Article IV Committees

Section 1. Establishment. The Governing Board may appoint such standing committees and/or ad hoc committees of the Board as the Chair thinks necessary for effective governing of the school.

#### Article V Officers

Section 1. The Officers of the Governing Board are a Chair, a Vice-Chair, a Secretary and a Treasurer. The Governing Board by majority vote may create such other officer positions as it thinks necessary. Each officer position shall have its duties and responsibilities specified and included in these bylaws.

Section 2. Election. The officers shall be elected at the first Governing Board Meeting following the Annual Meeting. No officer may hold more than one position.

Section 3. Terms. The Chair may serve no more than three consecutive one-year terms. Board Members elected to the other officer positions may serve no more than five consecutive one-year terms.

Section 4. Duties. Officers shall have the duties and responsibilities belonging to their office, including the following duties:

- (a) The Chair shall be the Chief Executive officer to the MAC Governing Board. He/she shall preside at all meetings of the Board. The Chair shall have full and equal vote as accorded to all Governing Board Members. The Chair may enter into and execute in the name of the MAC Governing Board contracts or other business issues that are authorized by the Governing Board. He/she shall have

other powers and duties as may be prescribed by the Governing Board or by these bylaws.

- (b) The Vice Chair shall have such duties and responsibilities as may be delegated by the Chair. The Vice Chair shall have full and equal vote as accorded to all Governing Board Members. The Vice Chair shall perform all duties, responsibilities, and restrictions of the Chair when so acting. He/she shall have other powers and duties as may be prescribed by the Governing Board or these bylaws.
- (c) The Secretary shall communicate or cause to be communicated notices of all meetings. These notices shall be served to all Governing Board Members and the public at large in accordance with all state and federal public meeting laws. The Secretary shall keep or cause to be kept the minutes of all meetings of the Governing Board. The Secretary shall present minutes of the previous meeting at the subsequent meeting to be voted on by the Governing Board. Approved minutes shall be duly noted on the school's web page, posted as required by the school's sponsor, and saved for posterity. He/she shall have other powers and duties as may be prescribed by the Governing Board or by these bylaws.
- (d) The Treasurer shall be the chief financial officer of the Governing Board and shall have oversight of the business and financial records of MAC. The Treasurer should preferably have prior fiscal experience. The Treasurer shall ensure that the school's financial records are maintained in accordance with public school laws and regulations in South Carolina. The Treasurer will prepare an annual budget for the Governing Board, shall provide oversight to any investments, financial gifts, grants, and contracts of the school and shall provide or cause to provide accounting of those funds at the Annual Meeting. The Treasurer will provide or cause to be provided a financial report on school finances at all meetings of the MAC Governing Board. He/she shall have other powers and duties as may be prescribed by the Governing Board or by these bylaws.

Section 5. Removal. Any officer may be removed from office, with cause, by the affirmative vote of two-thirds of the full membership of the Governing Board at any regular meeting or special meeting called for that purpose. Any officer proposed to be removed for cause shall be entitled to at least five business days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Governing Board regarding the removal at the meeting.

#### Article VI. Fiscal Year and Financial Authorization

Section 1. Fiscal Year. The fiscal year of the Governing Board of MAC shall be July 1 to June 30<sup>th</sup>.

Section 2. Check Signing and financial authorization. The Chair and school Principal are authorized and required to sign all checks over the amount of \$10,000. The Governing Board shall authorize by majority vote all contractual and financial obligations of the school over \$10,000.

#### Article VII. Amendments to the bylaws

Section 1. Amendments. The Governing Board shall have the power to make, amend, or repeal the bylaws of the charter school. The bylaws may be amended at any regular meeting of the Governing Board or any special meeting called for that purpose. Written notice stating the time

and place of the meeting must be given to all Board Members and posted in all places as required by South Carolina and Federal public meeting laws. The posting for any bylaws change shall be not less than ten (10) days prior to the meeting at which such change(s) shall be proposed and voted upon. Any change shall require the approval by a two-thirds vote of the full membership of the Governing Board.

#### Article VIII Dissolution

Section 1. Revocation of the Charter. If, at any time, the school's charter is revoked or the school becomes insolvent, all assets of the charter school, after satisfaction of all outstanding claims, will revert to the school's sponsor, the South Carolina Public Charter School District, in accordance with South Carolina Public Charter School Law.

Section 2. Voluntary Dissolution. Should the MAC choose to dissolve for reasons other than the revocation of its charter or financial insolvency, all assets of the charter school, after satisfaction of all outstanding claims, will be distributed to the South Carolina Public Charter School District.

#### Article IX Additional Provisions

Section 1. Approval of the bylaws. The MAC Planning Committee shall operate with these bylaws until the first Annual Meeting where the MAC Governing Board is elected. These bylaws shall be approved or amended at the first meeting of the Governing Board following the Annual Meeting in which they were elected.

Section 2. Compensation. No Governing Board Member shall receive fee, salary, remuneration of any kind for services rendered to the school, except officers may be reimbursed for proven expenses incurred in responsibilities or duties approved by a formal vote of the Governing Board.

Section 3. Insurance. The Governing Board shall provide or cause to be provided for the liabilities and other forms of insurance considered to be necessary and prudent protection against possible claims or actions. Section 4. Audit. The Governing Board shall assure that an annual audit is conducted by an independent and qualified auditor as required by South Carolina Public School Law. The auditor shall be hired for no longer than a five-year term by a majority vote of the Governing Board Members present at a regular public meeting of the Board. The audit shall be done in compliance with South Carolina statutes, regulations and laws governing charter schools.

These bylaws were adopted by the Midlands Arts Conservatory Planning Committee on a recorded majority vote on January 7, 2016 with the understanding that the bylaws must be reapproved or amended at the first meeting of the elected Midlands Arts Conservatory Governing Board.

Elisa Moskovitz\_\_\_\_\_

Midlands Arts Conservatory Planning Committee Chair

January 7, 2016 Date