



Butler Academy

Board of Trustees Bylaws

ARTICLE I

NAME, PURPOSE, LEGAL STATUS

Section 1. Name and Location. The name of the organization is Butler Academy located in Hartsville, SC.

Section 2. Legal status. Butler Academy is a South Carolina nonprofit corporation and a public charter school. Butler Academy has such powers as are now, or may hereafter be, granted by the South Carolina Nonprofit Corporation Act of 1994, as amended, and the South Carolina Charter Schools Act of 1996, as amended.

Section 3. Purpose. Butler Academy is organized exclusively for educational objectives and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 4. Nondiscrimination policy. Butler Academy will comply with all applicable federal and South Carolina laws and regulations prohibiting discrimination based on race, national origin, ethnicity, sex, gender, religion, age, disability, marital status, sexual orientation, and veteran status. Butler Academy is committed to nondiscrimination in all its educational, employment, and student admission activities.

Section 5. Registered office and agent. The registered agent of Butler Academy may be changed from time to time at the Board of Trustees' discretion by giving notice of any change to the South Carolina Secretary of State. The registered office will be the same address as that of the registered agent.

ARTICLE II

MEMBERS

Butler Academy will have no members. All rights which would otherwise, by law, vest in the members will vest in the Board of Trustees.

ARTICLE III

BOARD OF TRUSTEES POWERS AND DUTIES

Section 1. Management. The Board of Trustees is the managing authority of Butler Academy. It is responsible for protecting the school's legacy, providing appropriate oversight to operations, and ensuring its future opportunities. The board ensures that Butler Academy operates in support of its mission in ways that uphold the school's culture and values.

Butler Academy's president enacts the policies and actions of the Board of Trustees. He/she is delegated the necessary authority and responsibility to effectively manage the school's day-to-day operations and to build a thriving community of teachers and scholars who emphasize social-emotional learning, fairness, wellness, curiosity, and engagement with their school, community, and world.

All school employees, contractors, volunteers, and others who provide services to the school report to the president of the school.

Board members have no authority as representatives of the school except while performing in their capacity as a board member in official meetings, or while working on assignments made to them by a board approved action. Board members shall avoid discussions of school business with school staff, parents, students, or community partners outside of board meetings since such conversations can easily be misinterpreted to represent the position of the board. In keeping with open meeting regulations, board members will only discuss board business with other members of the board, school or district staff, during official board or subcommittee meetings, or when otherwise directed by board action.

Section 2. General Powers. The Board of Trustees' primary duties include establishing policies, setting and approving the annual budget, fiscal management, contracting for needed services, strategic planning, fundraising, ensuring that Butler Academy adheres to health, safety, civil rights, and disability rights requirements, hiring and evaluating the President, and assessment of Butler Academy's effectiveness in manifesting its mission.

Section 3. Delegation. The Board of Trustees may delegate to committees, members of the Board of Trustees, or others as appropriate such powers as the Board sees fit, consistent with applicable law, for specific periods of time. The Board of Trustees may establish standing or ad hoc committees for such purposes.

Section 4. Regular Meetings. The Board of Trustees will have the power to establish the time and place for holding regular meetings of the Board. The Board of Trustees will have discretion to change the time and place of such regular meetings, or to make them more or less frequent, with appropriate notice. The Board of Trustees will comply with the requirements set forth in the South Carolina Freedom of Information Act, and any other applicable laws concerning notice and conduct of the Board of Trustees meetings.

Section 5. Special Meetings. Special meetings of the Board of Trustees may be called by the Chair, the Vice Chair in the Chair's absence, or three members of the Board of Trustees in the

absence of the Chair and Vice Chair and will comply with the requirements set forth in the South Carolina Freedom of Information Act.

Section 6. Emergency Meeting. Emergency meetings of the Board of Trustees may be called by the Chair, the Vice Chair in the Chair's absence, or three members of the Board of Trustees in the absence of the Chair and Vice Chair. Emergency meetings do not require 24 hours' notice. An emergency is an unforeseen occurrence, or combination of circumstances, which call for immediate action or remedy.

Section 7. Remote Board Member participation / Attendance. Members of the Board of Trustees or of any committee of the Board, respectively, may participate in a meeting of the Board of Trustees or committee, respectively, by means of (1) conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if (a) no member objects to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this Section of this Article of these Bylaws shall constitute presence in person at such meeting.

Section 8. Quorum. A simple majority of the constituent membership of the Board of Trustees will constitute a quorum.

Section 9. Procedures. The vote of a simple majority of the Trustees present at a properly called meeting at which a quorum is present will be the act of the Board of Trustees, unless the vote of a greater number is required by law or by these Bylaws. The Board will keep written minutes of these proceedings in its permanent records.

Section 10. Public Comment. The Board of Trustees will offer the public an opportunity to comment at Board meetings.

ARTICLE IV

BOARD OF TRUSTEES MEMBERSHIP

Section 1. Number of Trustees. The Board of Trustees shall consist of 9-11 Trustees, with the majority elected and the minority appointed. A choice of membership of the Board will take place every two years. No more than 25% of Trustees shall be parents of scholars of the school as determined at the time of election.

Section 2. Qualifications and Tenure. Trustees will serve a term of two years and may serve additional terms. Terms for elected members will commence on July 1 of a given year, and terms for appointed members will commence on July 1 of a given year, or as soon as possible thereafter upon appointment by the Board. All expiring terms will conclude on June 30 of a given year. Fifty percent (50%) of the members of the Board must be individuals who have a background in K-12

education or in business. Each Trustee must be a resident of the State of South Carolina. A person who has been convicted of a felony is not eligible to serve on the Board of Trustees.

Section 3. Elections. A general election will take place every two years. At least fifty percent of the members of the board must be elected by the employees and the parents or guardians of students enrolled in the charter school. Each family will have one vote per student enrolled in the school. Each employee shall have one vote in addition to any votes due to enrolled scholars. The general election schedule will be published prior to the election. Each voter may select a number of candidates equal to the open elected seats on the ballot. The elected seats will be filled by a plurality-at-large of votes cast. Any ballot that does not comply with the requirements described above will be considered void and will not be counted. A tie for any elected seat on the board will be determined by a special election.

Section 4. Appointments. Appointments to the Board of Trustees will be made as soon as possible before the July 1 start of the next term, and must be by a majority vote of the Trustees holding office. Consideration of any individual for appointment as a Trustee must include reference to the qualifications for Trustees. Candidates who failed to be elected during the current election process shall not be appointed to the Board in the same election year.

Section 5. Temporary Provision for Initial Election. Notwithstanding any other provision in these Bylaws, prior to the initial election, five Trustees will be elected and four Trustees will be appointed. The Charter Committee shall serve through June 30, 2021.

Section 6. Vacancies. If a Trustee dies, resigns, or is removed from the Board, the vacant seat will be filled how it was originally filled (election or appointment). If the vacant seat was originally filled by election, a special election will be called within a reasonable amount of time not to exceed 90 days. If the vacant seat was originally filled by appointment, the Board will appoint a new Trustee as soon as possible. Any vacant seat with less than six months remaining in the term at the time the seat becomes vacant may remain open and not be filled at the discretion of the Board of Trustees. A Trustee who is elected or appointed to fill a vacant seat will serve the remainder of the replaced Trustee's term.

Section 7. Removal. Any Trustee may be removed from office for cause by a two-thirds vote of the Board of Trustees holding office at that time at a meeting at which a quorum is present, provided that written notice of the meeting is sent to all Trustees at least seven days in advance of the meeting and such notice specifies that a purpose of the meeting is to vote on removal of the named Trustee(s).

Section 8. Officers. The officers of the Board will be Chair, Vice Chair, Secretary, and Treasurer. The officers will be nominated and elected by the Board of Trustees to serve a two-year term prior to the appointment of new Board members. Officers may be reelected to serve consecutive two-year terms. The Board of Trustees will have the power to remove an officer at any time prior to the termination of such term by a majority vote of the Board of Trustees currently holding office. Any officer vacancy that occurs for any reason may be filled by the Board of Trustees.

(a) **Chair.** The chair will preside at all meetings of the Board of Trustees and will perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Trustees from time to time.

(b) **Vice Chair.** The Vice Chair will perform the duties of the Chair in the absence of the Chair and will assist the Chair in the discharge of its leadership duties.

(c) **Secretary.** The Secretary will ensure that minutes of all Board meetings are taken and that all required notices of Board meetings are given. The Secretary will also perform all duties incident to the office of Secretary and such duties assigned by the Chair or Board of Trustees.

(d) **Treasurer.** The Treasurer will have financial oversight responsibility and will keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of Butler Academy, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, and will also be granted access to all meetings of any financial discussion concerning the Butler Academy.

Section 9. Compensation and Expenses. Trustees will serve without compensation but may be reimbursed for expenses incurred when acting at the request of and on behalf of the Board.

Section 10. Training. After taking office, each Trustee will complete the training required by the South Carolina Charter Schools Act, as amended, as soon as possible.

ARTICLE V

CONFLICT OF INTEREST POLICY

Effective governance requires a high level of integrity both from individual Board members and the body as a whole. In order to maintain the public trust and lend credibility to Board proceedings, it is incumbent upon individual trustees to exercise a high level of discretion regarding conflicts of interest. Even the appearance of impropriety can do as much damage as actual indiscretions. Board members should actively avoid actual or perceived conflicts of interest and remain vigilant of emerging situations where it may be difficult to later remove themselves from those circumstances or mitigate the resulting perceptions of bias or undue influence.

A possible conflict of interest could arise in any situation in which Butler Academy has business or financial dealings with a Board member; family member of a Board member; or with a corporation, partnership or other enterprise of which the Board member is an officer, Trustee, partner or substantial stockholder. Business conducted by the Board with suppliers to the school shall not be influenced or appear to be influenced by a Board member's financial interest.

In cases where a conflict of interest exists, or could reasonably be perceived, a Board member should immediately recuse themselves and inform fellow Board members as to the reasons why. In instances where the potential for a conflict is not clear, the affected Board member should seek guidance from the Board Chair and /or the Board's contracted legal counsel and keep the Board apprised of a potential conflict in a timely manner. When any possible conflict of interest of any

Board member becomes relevant, the Board may, upon motion of any Board member and upon majority vote, not allow the Trustee to vote on such matters.

Board members shall be prohibited from requesting or receiving and accepting a gift or loan for themselves or another that tends to influence them or appear to influence them in the discharge of their duties as Board members.

Board members shall, in all instances, maintain their conduct at the highest professional and ethical standards. Board members shall not engage in activities that violate federal, state, or local laws or that, in any way, diminish the integrity of Butler Academy. Newly elected Board members shall be notified of this policy upon assuming their office. Board members will never conduct themselves in a manner that has the effect, intended or otherwise, to undermine confidence in the school, including the administration, teaching staff, or Board of Trustees.

ARTICLE VI

DEFENSE OF ACTION

Butler Academy will, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify and hold harmless all Trustees, officers, and employees from any and all liability, damage, expense, causes of action, suits, claims, or judgments arising from injury to persons or property or otherwise which arises out of the act,

failure to act, or negligence of the charter school, its agents and employees, in connection with or arising out of the activity of Butler Academy, so long as such Trustees, officers, and employees acted in good faith and within the scope of their office or employment.

ARTICLE VII

FISCAL YEAR

Butler Academy's fiscal year will run from July 1 through June 30. All of Butler Academy's financial records will be maintained according to Generally Accepted Accounting Principles (GAAP) on a July 1 through June 30 fiscal year basis.

ARTICLE VIII

AMENDMENTS TO BYLAWS

These Bylaws may be amended, altered, repealed, or restated by a majority vote of the Board of Trustees at any regular meeting, provided that each member is given at least seven (7) days prior written notice of the proposed adoption, amendment, repeal, or restatement to the Bylaws. Notice of the regular meeting must state that the purpose, or one of the purposes, of the meeting is to consider a proposed change to the Bylaws and must contain or be accompanied by a copy of the change, as well as the original. Any amendment to the Bylaws that is 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 Nonprofit Corporation Act will be null and void. The Butler Academy Board of Trustees will review the Bylaws at least once every three years.

ARTICLE IX
DISSOLUTION

Upon dissolution of Butler Academy, its assets may not inure to the benefit of any private person. Any assets obtained through restricted agreements with a donor through awards, grants, or gifts must be returned to that entity. All other assets become property of the sponsor.

ARTICLE X
CERTIFICATION

I hereby certify that I am the duly elected and acting Board Chair for Butler Academy and that the foregoing Bylaws constitute the Bylaws of Butler Academy, as duly adopted by affirmative vote of the Board of Trustees.

Kathryn J. Flaherty, Board Chair

8.18.23 Date

Kathryn Flaherty