

**GREENVILLE TECHNICAL CHARTER HIGH SCHOOL
BOARD OF DIRECTORS
BYLAWS**

Adopted: July 21, 1998
Amended: October 20, 1998
Amended: March 2, 1999
Amended: December 17, 2001
Amended: March 27, 2007
Amended: May 21, 2013
Amended: January 16, 2014
Amended: February 21, 2017
Amended: August 20, 2019

ARTICLE I - NAME, ADDRESS

Section 1. Name of Corporation. The name of the Corporation shall be as specified in its Articles of Incorporation, as amended, to wit: Greenville Technical Charter High School (hereinafter referred to as the ("Corporation")).

Section 2. Fictitious Name. The Corporation may conduct business under the name: GTCHS.

Section 3. Address of Corporation. The location and address of the registered office of the Corporation shall be 506 S. Pleasantburg Drive, P. O. Box 5616, Mail Stop 1201, Greenville, SC 29606-5616 and Augusta Road Campus located at 3510 Augusta Road, Greenville, SC 29606.

ARTICLE II - NATURE OF CORPORATION

Section 1. Non-Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.

Section 2. Purposes. The purposes for which the Corporation was formed are as set forth in the Articles of Incorporation(contract with sponsoring organization & State Charter Law).

Section 3. Non-Discrimination. The Corporation shall be non-religious and 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 4. Enrollment. Subject to total enrollment limitations, enrollment in the school shall be open to any child in accordance with current South Carolina Charter School law.

ARTICLE III - MEMBERS

Section 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. 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. 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

Section 1. Management. The Board of Directors 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 2. Responsibilities. The Board shall sign a Charter School Contract, ensure compliance with all of the requirements for a charter school provided by South Carolina Charter School laws, approve the annual budget, set policy for employment of teachers and non-teaching employees, contract for other services, develop pay scales, performance criteria, and discharge policies for the Charter School employees.

All members of the Board will sign and adhere to the Code of Ethics approved by the Board. No person who has been convicted of a felony may run for the Board of Directors.

Section 3. Annual Elections. The Board shall consist of eleven (11) members. The Board shall consist of nine (9) elected Board members and two (2) additional members appointed by the elected Board. The annual election shall be held to fill the seats of the Board members terms that expire during the current School year. And those elected will serve a two (2) year term as allowed by South Carolina Charter School law.

The elected Board members, shall appoint two (2) additional members to the Board. Appointed individuals shall be community, business and/or higher education leaders. Each appointed Board member shall serve a one (1) year term which concludes on June 30th of the appropriate year. There is no restriction on reappointment of the appointed Board members.

The timeline for the election will be published and provided to all families of students enrolled in the school no later than the last school day of January each year. All Board candidates whose terms will be expiring in the current year (both new and incumbent) will be required to file for the election from first business day of February through the third Friday of March ending at 3:00 pm prior to the yearly election for the purpose of being listed on the printed ballot. The principal's secretary, or individual designated on the election candidate form, must receive filing forms by 3:00 pm on the third Friday of March.

All employees of the charter school and all parents or guardians of students enrolled in the charter school are eligible to participate in the election. Parents or guardians of a student shall have one vote for each of their students enrolled in the charter school. The annual election will be scheduled to be completed before the first Friday of April each year and must be reported to the BOD at the regular April BOD meeting. For the purposes of election participation employees are defined as those employed by the school for more than 20 hours per week.

The members of the Board shall be elected by a plurality of the votes cast, i.e., if four positions are open then the four candidates receiving the most votes will be elected. No employee of the Corporation shall be seated on the Board in accordance with current South Carolina Charter School law.

A tie for the last seat on the Board will be determined by a toss of a coin.

Newly elected BOD members terms begin July 1 of the year they are elected. New BOD members will take the oath of office at the first BOD meeting in July.

Once the election has taken place, and results duly tabulated, those results will be promptly published.

All Board members are expected to complete the required state orientation training prior to November 30 of the first year of their 2 year term and complete GTCHS BOD training prior to September 30 of each year of their 2 year term.

Elections shall be conducted in a manner defined by election procedures established and published by the GTCHS Board of Directors. The Board of Directors, or it's designee, will prepare and maintain instructions covering the election process.

Section 4. Regular Meetings. The Board shall schedule a minimum of four regular meetings each year. Meetings of the Board shall be general meetings and open for the transaction of any business within the powers of the Board with no less than 24 hours notice of such business except in any case where special notice is required by law or by the Bylaws, in accordance with SC Freedom of Information Act.

Section 5. Special Meetings. Special meetings of the Board shall be called at any time by the Board Chairman, Board Vice-Chairman, or upon the written request of three members of the Board.

Section 6. Place and Time of Meetings. All meetings of the Board for conducting Charter School business shall be held at such places within Greenville County and at such times as shall be specified in the respective notices of such meetings or waivers hereof.

Section 7. Notice of Meetings. An annual schedule of the Board's regular meetings shall be provided to each member at the first regular meeting of the Board year. Each member of the Board shall also be notified by email not less twenty-four (24) hours before the meeting. Such notice shall state the date, 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. All Board members will receive email at accounts provided by Greenville Technical Charter High School and at any other email address requested in writing by a member.

Notices of meetings of the Board shall also be posted in a public place at the school and given to the public by being published on the school website in accordance with the requirements of the South Carolina Freedom of Information Act. Public notice shall, however, not be required in the case of emergency meetings or a conference as defined in the South Carolina Freedom of Information Act.

Agendas and approved minutes from each meeting will be posted on the school website.

Section 8. Open Meetings. All official actions and all deliberations by a quorum of the Board shall take place at a meeting open to the public, as provided in the South Carolina Freedom of Information Act, except in cases where executive sessions are authorized pursuant to the South Carolina Freedom of Information Act.

Section 9. Quorum. At all meetings of the Board, the presence of a majority of the members shall be necessary and sufficient to constitute a quorum and, except as otherwise provided by law or by the Bylaws, the act of a majority of the members present shall be the act of the Board. In the absence of a quorum, no business shall be transacted except to take measures to obtain a quorum, fix a time to adjourn, or to take a recess. No written proxy votes or proxy votes by another individual will be allowed when members of the GTCHS Board of Directors are absent from regular or called meetings. A necessary quorum may be established by Board members not physically present by participation in conference phone or Skype call or technology providing virtual board meeting format, where everyone can hear or see each other's participation.

Section 10. Resignation. Any member may resign at any time by sending a signed letter of resignation to the Board Chairman.

Section 11. Vacancies. In the event of a vacancy, i.e., the death or resignation of a member of the Board, the Board has the option to appoint an individual to fill said vacancy. The newly seated board member shall serve the remainder of the annual term of the vacated membership.

If the membership of the Board drops below 5 members, a special election will be called within thirty days to fill the empty seats.

Section 12. Compensation and Expenses. Members shall serve without compensation but may be reimbursed for expenses incurred when acting at the request of and on behalf of the Board.

Section 13. Qualifications of Members. Members shall qualify under all requirements of the South Carolina Charter School Law.

Section 14. Bylaw Amendments. Any amendments to the bylaws will occur upon recommendation to the Board, by the Board committee tasked to review the bylaws. Amendments to the bylaws require a public reading of amendments at two regularly scheduled Board meetings for which there is prior written notice and discussion and a quorum is present. Bylaws will be reviewed at least once every three years and shall be documented as to the date of review. Bylaws may be adopted, amended or repealed by a majority vote of the Board.

ARTICLE V - OFFICERS

Section 1. Number of Officers. The officers of the Corporation shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer. The aforementioned officers must be members. 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. Also, for legal definition, the Chairman shall serve as the President of the Board.

The Chairman, Vice Chairman, Secretary, and Treasurer shall constitute the Executive Committee of the Board.

Section 2. Election of Officers. The officers shall be elected annually at the first regularly scheduled Board meeting after the new Board is seated by a plurality of the votes cast. Officers may succeed themselves in office. Each person elected an officer shall continue in office after his/her election until the next Board officer election or until his/her earlier death or resignation in accordance with the Bylaws. Vacancies of officers caused by death, resignation, 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 3. Additional Officers. The Board 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 4. Emergency Function of the Executive Committee. In the event of emergency when the full board is unable to convene, the Executive Committee composed of the board's elected officers, may take action on the part of the full board. Any emergency action taken by the Executive Committee is subject to ratification by the full board at its next regular meeting.

ARTICLE VI – COMMITTEES

Section 1. Committees. The Board may from time to time, by resolution, constitute such committees of members, officers, employees, 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 purposes, responsibilities, and procedures for its operations. These documents and their amendments shall be approved by the full Board of Directors.

Section 2. Quorum. A quorum for any Board committee shall be established in accordance with the same rules for establishing a quorum of the Board.

Section 3. Composition. Board Committees shall consist of no less than 3 Board members. Non-board members with desirable qualifications or skills may be nominated by any Committee Chairman and appointed to a board committee by the Board with voting privileges, so long as they do not constitute a majority of the committee. Any number of non-voting members may be nominated by any Committee Chairman and appointed by the Board to any Board committee with the power of input to the committee as advisors or providing data or recommendations.

ARTICLE VII - MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year and Audit. The fiscal year of the Corporation shall end on June 30 each year. The Board of Directors of the Corporation, upon recommendation of the Treasurer or Chairman of the Board Committee reviewing financial documents, shall be required periodically and no less than once a year to employ a certified public accountant to audit the accounts of the Corporation.

Section 2. Execution of Contracts. The Board may authorize by resolution any officer, employee or agent, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Unless so authorized by these Bylaws or by the Board, no officer, employee, or agent shall have any power to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 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 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select or as may be selected by any officer or employee of the Corporation to whom such power may 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.

Section 5. Notices. Except as may otherwise be required by law, any notice required to be given under these Bylaws 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 e-mail addressed to the person entitled thereto at the last e-mail address appearing on the records of the Corporation. Any notices required to be given under these Bylaws may be waived, by the person entitled thereto in writing (including telegraph, cable, radio or wireless), 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 VIII – INDEMNIFICATION

Section 1. General. The Corporation shall indemnify each officer, member, employee and representative ("Indemnitee") from the expenses and risks as set forth in Sections 2 and 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 proceeding had no reasonable cause to believe his or her conduct was unlawful.

Section 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 a representative, officer or director of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise.

Section 3. Advances. The Corporation may advance to all indemnitees all expenses incurred in defending a civil or criminal action, suit or proceeding in advance of final disposition of such action provided the Board determines that it is more likely than not that the Indemnitee will be entitled to indemnification pursuant to Section 1 of this Article VII, and such Indemnitee agrees to repay such amount if it is ultimately determined by the Board that the Indemnitee is not permitted to receive indemnification under Subchapter D or the Non-Profit Corporation Law of 1988.

ARTICLE IX - LIMITATION OF PERSONAL LIABILITY

Section 1. Personal Liability. A member of the Corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action, unless (a) such 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 2 of this Article IX, and (b) such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 2. Standard of Care. (a) Each member of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his/her duties as a member, 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 rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

1. One or more officers or employees of the Corporation whom the members reasonably believe to be reliable and competent in the matters presented.
2. Counsel, public accountants, or other persons as to matters that 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.

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

Second reading approved August 20, 2019

ATTEST:

**Mr. Bob Ground, Chairman
GTCHS Board of Directors**

**Ms. Uta Samuel, Secretary
GTCHS Board of Directors**