

**BYLAWS  
OF  
LOWCOUNTRY MONTESSORI SCHOOL**

**ARTICLE I  
NAME, PURPOSE, LEGAL STATUS**

**Section 1. Name.** The name of the organization is Lowcountry Montessori School (hereinafter referred to as “LMS”).

**Section 2. Legal status.** LMS is a South Carolina nonprofit corporation and a public charter school. LMS 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.** The purpose of LMS is to provide an authentic Montessori education building a foundation for lifelong learning. LMS 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.** LMS shall comply with all applicable laws and regulations prohibiting discrimination based on race, national origin, ethnicity, sex, gender, religion, age, disability, marital status, sexual orientation, and veteran status. LMS is committed to nondiscrimination in all of its educational, employment, and student admission activities.

**Section 5. Registered office and agent.** The registered agent of LMS may be changed from time to time at the Board of Directors’ discretion by giving notice of any change to the South Carolina Secretary of State. The registered office shall be the same address as that of the registered agent.

**ARTICLE II  
MEMBERS**

LMS shall have no members. All rights which would otherwise, by law, vest in the members shall vest in the Board of Directors.

**ARTICLE III  
BOARD OF DIRECTORS POWERS AND DUTIES**

**Section 1. Management.** The business affairs and property of LMS shall be managed **under the direction of** the Board of Directors.

**Section 2. General Powers.** The Board of Directors' primary duties include establishing policies, setting and approving the annual budget, fiscal oversight, contracting for needed services, strategic planning, ensuring that LMS will adhere to health, safety, civil rights, and disability rights requirements, hiring and evaluating a school leader, and assessment of LMS's effectiveness in manifesting its mission.

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

**Section 4. Regular Meetings.** The Board of Directors shall have the power to establish the time and place for holding regular meetings of the Board. The Board of Directors shall 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 Directors shall 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 Director's meetings.

**Section 5. Special Meetings.** Special meetings of the Board of Directors may be called by the Chair and shall comply with the requirements set forth in the South Carolina Freedom of Information Act.

**Section 6. Emergency Meeting.** Emergency meetings of the Board of Directors may be called by the Chair, the Vice Chair in the Chair's absence, or three members of the Board of Directors 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. An emergency must be real and determined in light of the situation.

**Section 7. Quorum.** A simple majority of the constitute membership of the Board of Directors shall constitute a quorum.

**Section 8. Procedures.** The vote of a simple majority of the Directors present **and voting** at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these Bylaws. **Each Director, including the Chair, shall have the opportunity to vote unless restricted by applicable law.** The Board shall keep written minutes of these proceedings in its permanent records.

**Section 9. Public Comment.** The Board of Directors may, in its discretion, offer the public an opportunity to comment at Board meetings.

**ARTICLE IV**  
**BOARD OF DIRECTORS MEMBERSHIP**

**Section 1. Number of Directors.** The Board of Directors shall consist of **nine (9)** Directors, with **5** elected and **4** appointed. A choice of membership of the Board will take place every year. In even calendar years, **two** elected seats and two appointed seats will be filled. In odd calendar years, **three** elected seats and two appointed seats will be filled.

**Section 2. Qualifications and Tenure.** Directors will serve a term of two years and may serve additional terms (i.e. there are no term limits). Terms for elected members shall commence on July 1 of a given year, and terms for appointed members shall commence on July 1 of a given year, or as soon as possible thereafter upon appointment by the Board. All expiring terms shall 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 Director 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 Directors. A current employee of LMS is not eligible to serve on the Board of Directors.

**Section 3. Elections.** A general election will take place every Spring. The general election schedule will be published at least thirty days prior to the election. Each voter may select a number of candidates equal to the open elected seats on the ballot. The elected seats shall be filled by a plurality-at-large of votes cast. No voter may cast more than one vote for the same candidate. Any ballot that does not comply with the requirements described above shall be considered void and will not be counted. A tie for any elected seat on the board will be determined by a coin toss.

**Section 4. Appointments.** Annual appointments to the Board of Directors shall be made as soon as possible after the election takes place, and must be by a majority vote of the Directors holding office. Consideration of any individual for appointment as a Director must include reference to the qualifications for Directors.

**Section 5. Vacancies.** If a Director dies, resigns, or is removed from the Board, the vacant seat shall be filled in the manner by which it was originally filled (election or appointment). If the vacant seat was originally filled by election, a special election shall be called as soon as possible to fill the vacant seat. If the vacant seat was originally filled by appointment, the Board shall appoint a new director 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 Directors. A Director who is elected or appointed to fill a vacant seat shall serve the remainder of the replaced Director's term.

**Section 6. Removal.** Any Director may be removed from office for cause by a two-thirds vote of the Board of Directors holding office at the time of the vote, provided that written notice of the meeting is sent to all Directors 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 Director(s).

“Cause” may include malfeasance, misfeasance, incompetency, absenteeism (absent three (3) consecutive meetings), conflicts of interest, misconduct, persistent neglect of duty in office, or incapacity.

**Section 7. Officers.** The officers of the Board shall be Chair, Vice Chair, Secretary, and Treasurer. The officers shall be nominated and elected by the Board of Directors to serve a one-year term after the appointment of new Board members. Officers may be reelected to serve consecutive one-year terms. The Board of Directors shall 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 Directors currently holding office. Any officer vacancy that occurs for any reason may be filled by the Board of Directors.

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

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

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

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

**Section 8. Compensation and Expenses.** Directors shall serve without compensation but may be reimbursed for expenses incurred when acting at the request of and on behalf of the Board.

**Section 9. Training.** After taking office, each Director shall complete the training required by the South Carolina Charter Schools Act, as amended, as soon as possible.

## **ARTICLE V**

### **CONFLICT OF INTEREST POLICY**

The Board of Directors shall develop a conflict of interest policy applicable to Board members and employees of the School and consistent with the requirements set forth in the South Carolina Rules of Conduct, S.C. Code Ann. § 8-13-700 et seq.

**ARTICLE VI**  
**DEFENSE OF ACTION**

LMS shall, 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 Directors, 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 LMS, so long as such Directors, Officers, and Employees acted in good faith and within the scope of their office or employment.

**ARTICLE VII**  
**FISCAL YEAR**

LMS's fiscal year shall run from July 1 through June 30. All of LMS's financial records shall 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 adopted, altered, amended, or repealed by a two-thirds (2/3) vote of the voting members of the Board of Directors 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. An amendment to these Bylaws must not be retroactively enforced, unless the amendment expressly provides for retroactive enforcement.

**ARTICLE IX**  
**DISSOLUTION**

Upon dissolution of LMS, 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 Chair for LMS and that the foregoing Bylaws constitute the Bylaws of LMS, as duly adopted by affirmative vote of the Board of Directors.

\_\_\_\_\_, Chair

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