

**BYLAWS**  
**OF**  
**MEYER CENTER FOR SPECIAL CHILDREN**

Revised August 21, 2019

**ARTICLE 1  
NAME, OFFICES, AND AGENT**

- 1.1 Name: The name of this Corporation shall be “Meyer Center for Special Children” (the “**Corporation**”).
- 1.2 Principal Office: The principal office of the Corporation shall be 1132 Rutherford Road, Greenville, Greenville County, State of South Carolina, or such other place as designated by the Board. The Corporation shall have and continuously maintain its Principal Office as required by the South Carolina Nonprofit Corporation Act of 1994, as amended. The Corporation may also have other offices within the State of South Carolina as the Board of Directors (the “**Board**”) may from time to time determine or the business of the Corporation may require.
- 1.3 Registered Office: In the absence of a contrary designation by the Board, the Registered Office of the Corporation is located at its Principal Office. The Board may designate an alternate location for the Registered Office.
- 1.4 Registered Agent: The Corporation shall maintain a Registered Agent who shall have a business office at the Registered Office. The Registered Agent shall be designated by the Board and serves at its pleasure. In the absence of a designation, the Registered Agent shall be the Corporation’s Executive Director as determined in Article 8.

**ARTICLE 2  
PURPOSE**

- 2.1 General Purpose: The Corporation is incorporated as a nonprofit corporation for the purpose set forth in the Articles of Incorporation and shall be operated within the meaning of Section 501(c) of the Internal Revenue Code. Generally, the Corporation shall provide integrated educational and therapeutic services for children with disabilities.
- 2.2 Charter School: In addition to the general purposes set forth above, the purposes of the Corporation shall include the operation of a charter school (the “**Charter School**”) pursuant to S.C. Code Ann. § 59-40-10, *et. seq.*, to serve and educate children with disabilities.

**ARTICLE 3  
BOARD OF DIRECTORS**

- 3.1 Authority: With the exception of Article 12, the Board shall have ultimate authority over the conduct and management of the affairs of the Corporation.
- 3.2 Number: The number of Directors shall be fixed at no less than seven members and no more than fifteen members. Within the specified limitations; the number of Directors can be increased or decreased from time to time, by a vote of a majority of the incumbent Directors. No decrease shall shorten the term of any Director then in office.

### 3.3 Qualifications:

- (a) All Directors shall be residents of the State of South Carolina.
- (b) Each Director shall be at least eighteen years of age.
- (c) At least fifty percent of the Directors must be individuals who have a background in K-12 education or business. If the Board consists of an odd number of Directors, the majority of Directors must be individuals who have a background in K-12 education or business.
- (d) At least fifty percent of the Directors shall be elected by the Charter School employees and the parents or guardians of students enrolled in the Charter School (the “**School Electors**”) as set forth below in Section 3.4, “Charter School Elections.” Parents or guardians shall have one vote for each student enrolled in the Charter School.
- (e) No person receiving pay, or who received pay during the prior twelve months, as an employee of the Charter School may be a Director.
- (f) No person who has been convicted of a felony may be a Director.

### 3.4 Charter School Elections:

#### (a) Nomination:

- (1) On or before September 15 of each year (or if this date falls on a weekend or holiday, the next business day), the Nominating Committee will recommend a slate of candidates and provide written notice to all School Electors by posting the slate of candidates on (i) the Charter School Office’s bulletin board and (ii) the internet, such as the Charter School’s website or social media page. This notice shall also include the following information: (i) how School Electors may make additional nominations; (ii) the date, time, and location of a subsequent public meeting where the candidates will be announced; and (iii) the date, time, and location of the election.
- (2) The list of candidates will also be announced at a public meeting of the School Electors, to be held on September 30 (or if this date falls on a weekend or holiday, the next business day). At or before this public meeting other nominations may also be submitted to the Nominating Committee by School Electors.

#### (b) Election:

- (1) Elections will be held on October 15 of each year (or if this date falls on a weekend or holiday, the next business day).

- (2) Using procedures to be promulgated by the Board, Directors shall be elected by a plurality of the votes cast.
- (3) The Nominating Committee will provide notice of the election results by posting a list of elected candidates on (i) the Charter School Office's bulletin board, and (ii) the internet, such the Charter School's website or social media page.
- (4) Except in the case of special elections, elected candidates' terms shall begin on January 1st.
- (5) Parents or guardians, together, shall have one vote for each student enrolled in the Charter School.

- 3.5 Election of Other Directors: Each of the remaining Director positions, if any, shall be filled by Board election. The Nominating Committee will recommend a slate of candidates prior to the regular meeting in October of each year. Election shall take place in November for a term of service to begin on January 1st.
- 3.6 Term of Service: Directors shall not be elected to serve more than six consecutive years, or three consecutive terms of two years each. At the end of the sixth year, or third two year term, a Director must remain off the Board for at least one year before being considered for election to another term. For purposes of determining term of service, a Director, elected separately from the annual election process, is presumed to have begun service in January prior to his or her election year.
- 3.7 Removal: An elected Director may be removed at any time for cause only when a meeting is called for the purpose of removing the Director. The meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director. Removal of a Director requires a majority of the disinterested Directors then in office. Alternatively, the Board may remove an elected Director with or without cause, after ten days' written notice, by vote of two-thirds of the disinterested Directors present at any meeting called for that purpose.
- 3.8 Resignation: A Director may resign at any time by providing written notice to the President of the Board. A resignation is effective when the notice is received unless the notice specifies a later date.
- 3.9 Vacancies: In the event a Director becomes disqualified, resigns, or is otherwise unable to serve for any reason including but not limited to physical or mental incapacity, a new Director may be elected at any time by the Board. If the vacancy is created by a Director elected by the School Electors, the Board will call for a special election to be held in accordance with Section 3.4. The new Director will serve only the remaining term for the filled office.
- 3.10 Attendance: The Board may establish in its governing policies a minimum attendance requirement for Directors.

- 3.11 Director Compensation: Directors shall not receive compensation for serving on the Board. However, Directors may receive remuneration for reasonable expenses incurred while carrying out their duties.
- 3.12 Executive Director Compensation: The authority to fix the compensation of the Executive Director rests with the Board. The Executive Director shall fix the compensation of all other employees of the Corporation.
- 3.13 Applicable Law: Directors, to the extent applicable, shall be subject to and comply with South Carolina law, including, but not limited to the following:
- (a) Freedom of Information Act;
  - (b) ethics requirements, including those contained in Title 8, Chapter 13;
  - (c) fiduciary duty requirements;
  - (d) prohibition regarding holding multiple public offices, including the prohibition contained in Article XVII, Section 1A of the South Carolina Constitution;
  - (e) South Carolina Charter Schools Act of 1996, including its board orientation requirements; and
  - (f) Nonprofit Corporation Act.
- 3.14 Subsequent Employment: In no event shall any Director be employed by the Corporation for a period of one year after terminating service as a Director.

#### **ARTICLE 4 MEETINGS**

- 4.1 Annual and Regular Meetings: The Board shall hold an annual meeting in or near September of each year. The Board shall hold regular meetings at a frequency determined by the Board but not less than five times per year, one of which shall be the annual meeting.
- 4.2 Special Meetings: Special meetings may be called for any lawful purpose by the President or upon the petition of any three Directors. The person calling the special meeting must notify each Director of the date, time, and place of the meeting at least two days in advance by written or electronic communication.
- 4.3 Location: The Board may hold meetings at the Corporation or at any other location as specified in the meeting notice.
- 4.4 Quorum: A majority of the Directors then in office shall constitute a quorum for the transaction of business at any Board meeting. In the absence of a quorum, no formal action shall take place except to adjourn the meeting to a subsequent date.

- 4.5 Participation by Telecommunications: Any or all Directors may participate in a meeting of the Board by any means of communication by which all Directors participating may simultaneously hear each other during the meeting.
- 4.6 Action: The Board shall adopt a motion with the affirmative vote of a majority of Directors participating in a meeting at which a quorum is present.
- 4.7 Committees and Committee Meetings: The Board may designate and delegate authority to one or more committees in accordance with Section 7.6 “Other Committees.”
- 4.8 Freedom of Information Act: The Board’s meetings shall be open to the public, unless closed in accordance with the South Carolina Freedom of Information Act.

## **ARTICLE 5 OFFICERS OF THE BOARD OF DIRECTORS**

- 5.1 Type and Term: The officers of the Board are the President, President-Elect, Secretary, and Treasurer. The Board shall elect the President-Elect, Secretary, and Treasurer at the November meeting. The Board shall hold special officer elections if any officer position becomes vacant at any time. Officers serve a term of one year, or until their successors have been selected and qualified after due nomination. No person may simultaneously hold any two offices.
- 5.2 Duties of President: The President shall preside at all Board meetings and assure the integrity and fulfillment of the Board’s processes. The President shall serve for one year, or until his or her successor is elected. The President shall serve as a non-voting member of the Board and the Executive Committee for a term of one year immediately following his or her term as President. Such term shall not count toward the term limits set forth in Section 3.6 herein. A Director shall be eligible to serve as President during the second year of any two-year term.
- 5.3 Duties of President-Elect: The President-Elect shall perform the duties of the President in the absence or inability of the President to act and shall assist the President in the discharge of the President’s duties. The President-Elect shall serve for one year, or until his or her successor is elected. A Director shall be serving in the first year of any two-year term to be eligible to serve as President-Elect. Immediately following a Director’s term as President-Elect, the individual shall serve as President for a term of one-year, unless the Board determines otherwise.
- 5.4 Duties of the Secretary: The Secretary shall sign such documents as may require the Secretary’s signature, shall ensure that a record is kept of Board proceedings, and shall ensure the integrity of Board documents. In his or her absence, a Secretary pro tempore shall be appointed by the President.
- 5.5 Duties of the Treasurer: The Treasurer shall keep record of the Corporation’s budget and provide a financial report at each Board meeting. The Treasurer shall provide the audited financial statement to the Board prior to the annual meeting. The Treasurer shall file or

cause to be filed all filings required by the Internal Revenue Service. The Treasurer shall chair the Finance Committee.

- 5.6 Temporary President: In the absence of both the President and President-Elect, at any regular or special meeting of the Board, a temporary President for that particular meeting shall be chosen by the majority of Directors present at the meeting.
- 5.7 Resignation of Officers: Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the time specified, or if no time is specified, upon its acceptance by the Board.
- 5.8 Vacancies: When an officer position becomes vacant, the Board shall fill the position by appointment. The appointed officer serves the remainder of the term of the officer replaced. After the term expires, the Board shall elect a new officer.

## **ARTICLE 6 VOTING**

At a meeting of the Board all questions, except as otherwise provided herein, shall be determined by a majority vote. Proxy votes will not be permitted.

## **ARTICLE 7 COMMITTEES**

- 7.1 Executive Committee: The Board's officers serve as the voting members of the Executive Committee. The immediate past president serves as a non-voting member of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all of the powers and authority of the Board in the intervals between meetings of the Board, subject to the direction and control of the Board.
- 7.2 Nominating Committee: The Board will annually select a Nominating Committee consisting of at least three Directors.
- 7.3 Finance Committee: The Board will annually select a Finance Committee consisting of at least three Directors.
- 7.4 Governance Committee: The Board will annually select a Governance Committee consisting of at least three Directors.
- 7.5 Human Resources Committee: The Board will annually select a Human Resources Committee consisting of at least three Directors.
- 7.6 Other Committees: Other committees may be established by the Board to assist the Board as determined by the Board. Committees may be designated as a standing or ad hoc committee. The duties, constitution, and procedures of any committee shall be

prescribed by the Board. Individuals who are not Directors may be appointed to Board committees, if approved by the Board.

- 7.7 Voting: A majority of each committee's members shall constitute a quorum for the transaction of business by the committee. Any committee action requires an affirmative vote of a majority of the committee members.

## **ARTICLE 8 OFFICERS OF THE CORPORATION**

- 8.1 Executive Director: An Executive Director shall be appointed by the Board and shall serve at the pleasure of the Board. A vacancy in the office of Executive Director at any time shall be filled by a majority vote of Directors. The Executive Director is responsible to ensure organizational accomplishment of "Ends Policies" established by the Board while maintaining operations within confines of the "Executive Limitations" as set forth in the Board's governing policies.
- 8.2 Other Officers: The Board may appoint other officers, employees, or agents at any time. In addition, the Executive Director may appoint other officers, employees, or agents, if such appointment and related expense (i.e. compensation, benefits, or otherwise) is consistent with the Corporation's budget that was previously approved by the Board. Such other officers, employees, or agents shall have authority and perform such duties as may be prescribed by the Board or the Executive Director. Any officer, agent, or employee of the Corporation may be removed by the Board or Executive Director with or without cause.

## **ARTICLE 9 NON-DISCRIMINATION**

The members, officers, Directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to race, color, religion, sex, age, national origin, marital status, sexual orientation, familial status, disability, and limited English proficiency.

## **ARTICLE 10 MISCELLANEOUS**

- 10.1 Corporate Seal: The Corporate Seal may be altered at the pleasure of the Board; but the presence or absence of such seal on any instrument, or its addition thereto, shall not affect its character, validity, or legal effect in any way.
- 10.2 Fiscal Year: The fiscal year of the Corporation shall be June 30th or such other date required by applicable law or regulatory agency.

**ARTICLE 11  
INDEMNIFICATION AND INSURANCE**

- 11.1 Indemnification of Directors and Officers: The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a Director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding; or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.
- 11.2 Insurance: The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors and officers pursuant to Section 11.1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 11.1 above.

**ARTICLE 12  
ENDOWMENT**

Meyer Center for Special Children will hold endowment funds in trust. Funds given for endowment or set aside by the Board for endowment may not be invaded. This article cannot be amended without the vote of at least eighty percent of the Directors.

**ARTICLE 13  
AMENDMENT**

These bylaws may be amended or repealed, and new bylaws may be adopted by the Board. Pursuant to Section 33-31-1021 of the South Carolina Nonprofit Corporation Act of 1994, any notice of a meeting of Directors at which bylaws are to be adopted, amended, or repealed shall include notice of such proposed action. The resulting bylaws may contain any provision for the regulation and management of business of the corporation not inconsistent with the law and the articles of incorporation. Any amendment of the articles of incorporation inconsistent with these bylaws shall operate to amend the bylaws pro tanto. Those bylaws or part of bylaws which merely summarize or restate the provisions of the articles of incorporation or the provisions of the South Carolina Nonprofit Corporation Act of 1994, as amended or other law applicable to the corporation shall be operative with respect to the corporation only as far as they are descriptive of existing law and of the articles of incorporation as amended.

*[Remainder of page intentionally left blank.]*

Reviewed and adopted by the Board of Directors by majority vote this 21st day of August, 2019.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Its: President \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Its: Secretary \_\_\_\_\_