

**BYLAWS
OF
THE ACADEMY OF HOPE**
A South Carolina nonprofit corporation

ARTICLE I: Name and Address

Section 1: Name of Corporation

The name of the corporation shall be The Academy of Hope (hereinafter referred to as “the Corporation”).

Section 2: Fictitious Name

The Corporation may conduct business under the name AOH.

Section 3: Address of Corporation

The location and address of the registered office of the Corporation shall be 3521 Juniper Bay Road Conway, SC 29527

ARTICLE II: Nature of Corporation

Section 1: Non-profit

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

Section 2: Purposes

The purposes for which the Corporation is to be formed are as set forth in the Articles of Incorporation.

Section 3: Non-discrimination

The Corporation shall be nonreligious and shall accept students and hire staff without discrimination as to race, color, 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: Members

The Corporation shall have members.

ARTICLE IV: Board of Directors, Charter Governing Board

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. 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 charter schools provided by South Carolina Charter School law, approve the annual budget, set policy for employment of teachers and non-teaching employees, contract for other services, and develop pay scales, performance criteria, and discharge policies for Charter School employees.

All members of the Board will sign and adhere to a Code of Ethics approved by the Board. No person who has been convicted of a felony may be nominated or elected for a Board position.

Section 3: Annual Elections

The Board shall consist of 7 members. The members shall be elected annually in accordance with South Carolina Charter School Law.

Within three weeks of the beginning of each school year, the Charter School will hold a pre-election meeting for all employees and parents of enrolled children. At the pre-election meeting, the Charter School will accept oral and written nominations for Board candidates. The Charter School will also accept written nominations for one week after the pre-election meeting. Within one week of the close of nominations, the Charter School will distribute ballots to all eligible voters. The deadline for submission of the ballot will be clearly noted on the ballot.

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 and guardians shall have one vote for each student enrolled in the Charter School.

The members of the Board shall be elected by a plurality of the votes cast. 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 coin toss.

New Board members will be sworn in and take office on within 15 days of the election. Once the election has taken place, and results duly tabulated and published, orientation training for all new Board members will be held within one year of taking office on the Board, in accordance with state law.

Section 4: Regular Meetings

The Board shall adopt a schedule of monthly 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 without special notice of such business except in any case where special notice is required by law or by the Bylaws.

Section 5: Special Meetings

Special meetings of the Board shall be called at any time by the Secretary upon the written request of either the President or 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 Horry 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 than 24 hours before the meeting. Such notice shall state the date, time, and 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 the Charter School and at any other email addresses requested in writing by a Board member.

Notices of meetings of the Board shall also be posted in the school and given to the public in accordance with the requirements of the Freedom of Information Act. Public notice shall, however, not be required in the case of emergency meetings or a conference as defined in the Freedom of Information Act.

Agendas and approved minutes from each meeting will be posted on the Charter 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 Freedom of Information Act, except in cases where executive sessions are authorized pursuant to the 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 proxy votes will be allowed when members of the Charter School Board of Directors are absent from regular or called meetings.

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 the death or resignation of a member of the Board, the qualified candidate who received the next highest number of votes in the last election will be asked to fill the empty seat. If that individual declines or is unable to serve, the candidate who received the next highest number of votes in the last election will be asked to fill the empty seat and this process will continue until such time as a replacement is found. The newly seated Board member shall serve the remainder of the annual term of the vacated member.

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 Board Members

Board Members shall qualify under all requirements of the South Carolina Charter School law.

Section 14: Bylaw Amendments

Amendments to the Bylaws will occur at a regularly scheduled Board meeting after prior written notice and discussion at a minimum of one meeting where a quorum is present. Bylaws will be reviewed at least once every three years and the date of any such review shall be documented. 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 President, a Vice President, a Secretary, and a Treasurer. These officers must be Board members. The officers shall perform such duties as usually pertain to the offices that they hold or as may be assigned to them by the Board. The President shall be the Chairperson of the Board.

The President, Vice President, 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 offices 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, at any meeting, 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 an 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 nonmembers, 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. The Board retains the authority to dissolve these committees by a majority vote.

ARTICLE VII: Miscellaneous Provisions

Section 1: Fiscal Year and Audit

The fiscal year of the Corporation shall end on June 30 each year. The Treasurer of the Corporation 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 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 pecuniary 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, from time to time, to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may, from time to time, select or as may be selected by any officer or employee of the Corporation to whom such power may, from time to time, 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 email addressed to the person entitled thereto at his 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.

Section 6: Dissolution

In the event of dissolution of this corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all business, property, and assets of the corporation shall go and be distributed to one or more non-profit corporations or public bodies as may be selected by the board of directors of this corporation and approved by at least 75 percent of the users or members to be used for, and devoted to, the purpose of a community facility project or other purpose to serve the public welfare of the community. In no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, directors, stockholders, or others having financial or managerial interest in the corporation either for the reimbursement of any sum subscribed, donated or contributed by such members or for any other purposes, provided that nothing herein shall prohibit the corporation from paying its just debts.

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 and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to criminal proceedings, had no reasonable cause to believe his or her conduct was unlawful.

Section 2: Expenses

Indemnitees 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 Article VIII, 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 South Carolina Non-Profit Corporation law.

Section 4: Insurance

The Board may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another corporation, or as its representatives in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

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 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 members reasonably believe 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.

Section 3: Severability

If any provision of these Bylaws or the application thereof to any person or circumstances shall be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision shall be complied with or enforced to the greatest extent permitted by law as determined by such court, and the remainder of these Bylaws and the application of such provision to other persons or circumstances shall not be affected thereby and shall continue to be complied with and enforced to the greatest extent permitted by law.

Section 4: Conflict Between Bylaws, Articles of Incorporation, and Act

The Articles and Act (as either may be amended from time to time) are incorporated herein by reference. Any conflict between the terms of the Bylaws, the Articles, or the Act shall be resolved in the following order: (1) the Act, (2) the Articles, (3) the Bylaws.