

GREEN Charter Schools By-Laws

Adopted: April 16, 2022

Revision History

Date	Version	Author	Comments
01-Jun-2021	1.0	Green Board	Initial Approval
24-Jun-2021	2.0	Chetan Vora	Added CFO duties in article IX and exception for working in school in Article XV, clause #2.
8-Sep-2021	3.0	Chetan Vora	Updated article VI A,B and F
10-25-2021	4.0	Wade Kolb & Chetan Vora	Updated article IX and other articles to remove references to CFO and clarify duties of Executive Director
16-Apr-2022	5.0	Imtiaz Haque, Mandy Townes, & Vincent Atkinson	Updated Articles VIII Officers and Committee; structure and descriptions for each. Capitalized "Board" for consistency throughout document

Article I: Name & Incorporation

The name of the organization is Greenville Renewable Energy Education Charter School, Inc GREEN Charter Schools, hereinafter referred to as GREEN.

Article II: Purpose & Location

GREEN Charter Schools is a federally tax-exempt 501(c)(3) non-profit organization whose purpose is to operate state sponsored charter schools in Greenville, Spartanburg, and Irmo, North Charleston, and other South Carolina surrounding areas as provided by the South Carolina Charter Schools Act, S.C. Code Ann. §§ 59-40-10, *et seq.*

Article III: Members

GREEN Charter School is a nonprofit organization without members.

Article IV: Vision & Mission

GREEN Charter School's Vision

Greenville Renewable Energy Education (GREEN) Charter School will be an engaging and innovative community that educates students in traditional subjects while integrating enriched math and science curricula. GREEN will also develop an understanding of environmental sustainability, renewable energy, and technology to enhance students' achievements.

GREEN Charter School's Mission

The mission of the Greenville Renewable Energy Education (GREEN) Charter School (the "GREEN Charter School") is to establish improved science and sustainability learning opportunities that stimulate scientifically literate individuals, workforce, and leadership through world class and challenging science teaching standards. The GREEN Charter School will instill in students the desire to continually expand their intellects and use the content knowledge and skills they have acquired to participate in and responsibly shape the quality and direction of a complex world with ever increasing energy and sustainability demands.

Article V: Board of Directors

A. General Authority. The Board of Directors (hereafter, the "Board") is ultimately responsible for the oversight of the management and supervision of the affairs of GREEN Charter Schools. To exercise this responsibility, the Board shall establish appropriate and necessary school policies and shall delegate appropriate and necessary authority to GREEN Charter Schools' Executive Director and other administrative staff. The Board shall ensure that the school accomplishes the outcomes for which the school was chartered while complying with all applicable Constitutional, statutory, regulatory, contractual, financial and ethical parameters. Board authority is always exercised only by a majority vote of the Board and never through individual action unless otherwise delegated by the Board.

B. Financial Authority. The Board shall approve annual budgets and ensure the financial affairs of the School are managed in such a way that a minimum three percent (3%) of all School operating revenues shall be retained as a perpetually growing contingency fund that shall only be utilized upon a two-third Majority Vote of the Board (as defined by these By-Laws). The Board shall establish and abide by clearly defined policies that govern the authority to enter into contracts.

C. Number of Members. The Board will comprise a minimum of seven members, selected in accordance with Article V of these By-Laws. A majority of the members of the Board must have backgrounds in either K-12 education or business. Each campus will be represented by one elected Board member. The maximum number of Board members will be eleven.

D. Quorum & Voting. The presence of a majority of members of the Board (ex. four of seven members) shall constitute a quorum sufficient for the transaction of the business of the Board. Except where otherwise provided in these By-Laws, all decisions of the Board require a simple majority vote of members present to pass and become effective.

Article VI: Election, Appointment, Resignation and Removal of Directors

A. Appointment and Election of Board Members. A majority of Board members shall be elected and the rest Board members shall be appointed by the Board, all in accordance with the election and appointment procedures described in this Article V. For the elected Board members, each campus shall be represented by one elected seat, and only persons qualified to vote at that campus as set forth under Section F shall be entitled to vote in that campus's election.

B. Terms of Board Members. A Board member shall serve a term of two years but may be re-elected and/or re-appointed. To ensure continuity, Board members shall have staggered terms: two members shall be elected and two appointed in years ending with an odd number (i.e. 2021); and two members shall be elected and one appointed in years ending with an even number (i.e. 2022). Of the elected positions, each Board member must represent one of the campuses. A Board member shall not be re-elected for more than 2 terms or re-appointed for more than 2 terms, but they can be elected for 2 terms and appointed for 2 terms.

C. Qualification of Board Members. All candidates for either election or appointment to the Board must meet the qualifications set forth in these bylaws and South Carolina state law and must comply with Internal Revenue Service requirements applicable to 501(c)(3) tax-exempt organizations. In particular, but without limitation, Board members must be residents of South Carolina and must not have been convicted of a felony.

Individuals interested in running for election are required to attend a pre-election workshop at least thirty (30) calendar days prior to the election that will explain what is required and expected of Board members. All individuals who successfully complete the pre-election workshop will then be accepted as valid nominees and be placed on the GREEN Charter Schools election ballot. Similarly, individuals being considered for initial appointment to the Board must complete Board training prior to being nominated.

The School will abide by all Internal Revenue Service prohibitions on inurement to the benefit of any Board member including those that prohibit any employee or vendor of the organization from serving as a Board member. For the avoidance of doubt, no full-time or part-time employee of the School may serve on the Board. Additionally, former employees of the School must wait 18 months from their last day of employment or the settlement of any employment-related dispute with the School before he/she may be nominated for election or appointed to the Board.

D. Election Committee. The following individuals will comprise the Election Committee: Executive Director, one teacher representative & one Board member. The Executive Director will chair the committee and will only vote in the event of a tie. The Committee will carry out the responsibilities set forth herein and supervise each election. The Committee will be created every year at the August Board meeting and will dissolve once the elections are completed.

E. Election Process. Board elections shall be held during the second quarter (Q2) of the fiscal year. Sixty calendar days prior to each election, a request for written nominations for candidates to serve on the GREEN Charter Schools Board will be published to all eligible voters by the Election Committee. The Executive Director or his/her designee will immediately begin accepting written nominations and will promptly notify each prospective candidate to determine his/her willingness to serve.

Twenty calendar days prior to each election, an official list of all qualifying candidates, as defined above, will be published to all eligible voters, along with the date, times to vote, place to vote, and instructions to vote. The school intends to host public forums, debates, or other campaign events; the dates, times, and locations of the events should be published with this notification as well. No candidate may individually campaign on the school campus, except at a school-sponsored forum, debate, or other event.

Voting may be conducted via either online ballots or paper ballots, as determined by the Election Committee.

Paper-ballot voting – Each election should take place in one, easily accessible location on the school’s campus. Polls should remain open from at least 7:00 a.m. until 7:00 p.m. One list of all eligible voters will be maintained; however, the list may be divided into sections (i.e. Last names beginning A through L and M through Z) to make the process as quick and orderly as possible. Each ballot will be made of paper and will clearly identify each candidate in alphabetical order of their last names using the same font and size. No name will have a distinguishing feature(s) from the others. Each ballot will also clearly instruct the voter how to vote. Each voter will place his/her ballot into a secure container, which will not be opened until votes are to be tallied. Only the Election Committee will have access to the ballots. The Election Committee will tally all votes from the election at a public meeting and will announce the results.

Online voting – The online ballot method selected by the Election Committee must be secure and be supplied by a credible third-party provider, thus protecting the legitimacy of the election results. Polls should remain open from at least 7:00 a.m. until 7:00 p.m. Each ballot will be made of paper and will clearly identify each candidate in alphabetical order of their last names using the same font and size. No name will have a distinguishing feature(s) from the others. The Election Committee will tally all votes from the election at a public meeting and will announce the results. No results are to be published before then.

F. Voting Eligibility: All employees of the school and all parents or legal guardians of students enrolled in the school are eligible to vote in an election. The right to vote shall be based upon a person’s status as a parent or guardian of a School student and/or an employee of the School. Parents or guardians are entitled to one vote for each student enrolled, with the vote being exercised for elections at the campus where the student is enrolled. In the case of multiple parents or guardians of a student, the right to vote may be exercised by only one parent or guardian. An employee is entitled to one vote at the campus where he or she works. If a person is both a parent and employee, he or she gets one vote as an employee and one vote for each child. By way of example, a teacher at the Greenville lower school campus who is also the parent of two students at the Greenville upper school campus would be entitled to cast one vote in campus election for the Greenville lower school and two votes in any campus election for the Greenville upper school.

G. Irregularities: All reports of irregularities, fraud, or concerns regarding an election will be made in writing to the Election Committee within 48 hours of the close of the election, and any concerns not properly presented to the committee will be waived. The Election Committee will not announce the results of an election until all appropriately presented concerns have been

satisfied within the sound discretion of the committee. An announcement should be made, however, within 10 days of an election.

H. Seating of Elected Board Members: Newly elected candidates are seated on the Board no later than the third quarter (Q3) of the fiscal year following the election. Outgoing Board members serve until such time and may serve as ex officio Board members until the end of the quarter.

I. Appointments: Board appointments shall be made during the second quarter (Q2) of the fiscal year. The Governance Committee shall screen potential appointees, investigating and assessing their suitability for consideration as Board members, and determining whether to recommend to the Board an individual for nomination. Nominations must result in a Board composition where at least fifty-percent (For Ex. four of seven) of the members of the Board are individuals who have a background in K-12 education or in business as required by statute. Individuals being considered for nomination must attend training that will explain what is required and expected of Board members. The Governance Committee shall submit a biographical summary and such other information it may deem useful of any individual it recommends for membership on the Board. Upon submission of the nomination to the Board, and if the nominee has expressed a willingness to serve, the Chairman of the Board shall conduct a vote. Appointments require a simple majority decision.

J. Resignation of Directors. Resignations from the Board must be submitted to the Board Chair in writing and are effective upon receipt.

K. Removal of Directors. Except as specified in Article X below, directors may not be removed from the Board except for “Cause” upon a two thirds majority Vote of the Board. “Cause” shall include: (a) the failure of a Board member to attend at least 80% of the Board’s regularly scheduled meetings over any consecutive six-month period, (b) gross dereliction of the duties of a Board member specified by these bylaws or by applicable law; (c) a violation of conflict of interest policies of GREEN Charter Schools; (d) other conduct materially harmful to the reputation or operations of GREEN Charter Schools.

L. Vacancies. All Board vacancies, except as required by the South Carolina Charter Schools Act, will be filled by a simple majority decision of the Board. Board will appoint a replacement Director to serve out the remainder of the term of resigning Board member at which point such Board member who has filled a vacancy is subject to re-election or re-appointment. Board may call a special election if the resigning director was an elected member & if the remaining term is more than 9 months pending for the next election or appointment cycle, All Board members shall be a member of the nominating committee for filling Board vacancies resulting from the resignation or removal of a Board member. As a general rule, the Board should consider no fewer than three (3) potential candidates when filling vacancies.

Article VII: Meetings of the Board of Directors

A. *Board Meetings*

The Board will hold a minimum of eight regular meetings per year, or as often as may be stipulated by current statute or charter, whichever is greater. The Board's schedule of regular meetings shall be established in August of each year. A special meeting of the Board may be called by the Chair or by a simple majority of the Board. The Board shall give such notice of its meetings as may be required by the South Carolina Freedom of Information Act or other applicable law. The Board meetings will be held either in person at any campus or in an online meeting (like zoom) or a combination of both.

In the normal course of its meetings, the Board will follow Robert's Rules of Order Newly Revised in its current edition by citing this clause of the bylaws.

B. *Special Meetings*

Special meetings may be called by the Chairperson or upon the request of three or more Board members, or upon the request of the Executive Director. Due notice of special meetings shall be given to the public and shall include at a minimum the posting of a written agenda for at least 24 hours at the place of regular meetings. Board members will be given at least 48 hours' notice of special meetings and the topics to be addressed. Notice to Board members may be by telephone, e-mail, fax or some other means calculated to achieve notification. In addition, when special circumstances occur and are so declared by the Board, the Board may meet in an emergency session on less than 24 hours notice. Board members and the public shall be given as much notice of the emergency meeting and subjects necessary to be considered as is reasonable under the circumstances, including the posting of a written notice at the place of regular meetings. The minutes of an emergency meeting shall reflect the reason for holding the meeting under emergency circumstances.

C. *Board Workshops*

The Board may schedule workshops to study topics of importance to one or more schools operated by the Non-Profit Corporation or planned to be operated by the Non-Profit Corporation. Workshops may be called by the Chairperson or by three members of the Board. Board workshops shall open to the public unless an exception to the government in the sunshine law applies.

D. *Minutes of meetings*

Within a reasonable time after the adjournment of a meeting, but not more than one month, the Secretary shall make available to the members of the Board a draft of the minutes of the meeting. The minutes shall, at a minimum, include the names of the Board members present at the meeting, a description of each motion or other proposal made, and a record of all votes. The minutes shall be submitted to the Board for approval at its next regular meeting. Once approved by the Board and signed by the Secretary & Chairperson, official Board minutes shall be posted to the Corporation's website.

E. Addressing the Board:

- i. The Board allows up to 30 minutes (or more, at the Board’s discretion, when pressing issues arise) at the beginning of its Board workshops and regular Board meetings to allow persons interested in the schools operated by the Corporation an opportunity to address the Board. The following guidelines will govern speakers who address the Board during this public comment period:
- ii. Individuals may sign up by placing their name on the sign-up sheet before the start of the meeting. A maximum of 30 minutes will be appropriated for public comment at any given meeting.
- iii. Each speaker will have a maximum of three minutes to speak.
- iv. When appearing before the Board, speakers must provide their name and email address
- v. Before addressing the Board, individuals are urged to seek a solution to their concerns through the proper staff and administrative channels.
- vi. Speakers may comment on issues scheduled for consideration at the Board meeting or other appropriate concerns pertinent to the operation of a school.
- vii. Speakers may provide the Board with written comments or other documentation relating to their topic.
- viii. Speakers are expected to present their comments in a respectful and professional manner. Profane, vulgar or defamatory comments will not be permitted.
- ix. Confidential student and personnel matters may not be discussed during the audience to visitors but may be submitted to the Board in writing.
- x. Speakers will be scheduled on a first come, first served basis. Individuals will not be denied the opportunity to address the Board on the basis of their viewpoint.
- xi. The Board vests in its Chairperson, or presiding officer, the authority to terminate the remarks or any speaker who does not adhere to the above guidelines.

Article VIII: Officers and Committees

The Board Officers of GREEN Charter Schools, Inc. shall consist of a Chairman, Vice Chairman and Secretary. The duties of the Board Officers are as follows:

The Chairman or his/her Board approved designee will preside at all Board meetings. The Chairman will be the chair of the Governance Committee. The Chairman will be an authorized joint signer of all checks with the Board Secretary as per procurement policy. The Board may approve additional Board members or Officers as check signers. The Chairman is a voting member of the Board.

The Vice Chairman will assume the role of Chairman on a temporary basis in the event of the Chairman’s absence.

The Board Secretary will be responsible for minutes of all meetings and will notify the Board of Directors of all meetings as provided in the By-Laws. The Board Secretary may utilize a Board clerk to assist with these responsibilities; however, the selection of any Board clerk must be approved by the Board. The Board clerk must abide by the same code of conduct as members of the Board but may not participate in any Board deliberations or votes.

The Board shall form and maintain at all times standing committees as described below. Each committee shall include at least two (2) Board members. Each committee must be chaired by a Board member. All committees serve in an advisory capacity to the Board with final decisions requiring a full Board vote unless decision making authority on a particular issue has been explicitly ceded to the committee by the Board.

Governance Committee

The Governance Committee consists of the Chair, Vice-Chair, and Secretary. The Executive Director serves as an ex-officio member. The Chair of the Board serves as chair of the committee. The Governance Committee is responsible for how the Board governs and as such has the following responsibilities:

- Overseeing all aspects of the organization's functions on behalf of the Board.
- Making recommendations to the Board on Governance policies, practices, and procedures.
- Monitoring compliance with South Carolina non-profit and charter school governance regulations and, accordingly, providing prudent and timely guidance to the Board.
- Monitoring compliance with the school charter and providing prudent and timely guidance to the Board.
- Monitoring and assessing the relationship between the Board and the Executive Director and making recommendations to the Board to ensure that the Board continues to function independently from the management.
- Reviewing changes recommended by management, including issues regarding disclosures, policies, and ethical considerations and presenting to the Board for final approval.
- Recommending Board and committee appointments, establishing criteria for Board service and vetting prospective Board member candidates, as well as ensuring that Board member orientation and in-service training is provided.

Financial Oversight Committee

As noted above, the Financial Oversight Committee shall include at least two (2) Board members. The committee must be chaired by a Board member. The Executive Director or his/her designee shall serve as an ex-officio member of the Financial Oversight Committee. The Financial Oversight Committee will serve in an advisory capacity to the Board with final decision requiring a full Board vote unless decision making authority on a particular issue has been explicitly ceded to the by the Board. The Financial Oversight Committee has the following responsibilities:

- Providing detailed review of financial statements and financial issues, including budget, accounting, tax, investment issues, compensation oversight and all audit issues as presented by the Executive Director and his/her designee.
- Shall have ultimate responsibility for all audit matters including providing oversight of the financial reporting process, the audit process, the company's system of internal controls, and compliance with laws and regulations.

Personnel Committee:

As noted above, the Personnel Committee shall include at least two (2) Board members. The committee must be chaired by a Board member. The Executive Director and his/her designee

shall serve as an ex-officio member of the Personnel Committee. The Personnel Committee will serve in an advisory capacity to the Board with final decisions requiring a full Board vote unless decision making authority on a particular issue has been explicitly ceded to the committee by the Board. The Personnel Committee has the following responsibilities:

- Providing oversight and general policy guidelines on all matters related to school personnel. These include but are not limited to ensuring fair and equitable compensation, fair and equitable employee performance management, employee grievances, etc.
- Providing yearly evaluations of the Executive Director.

Growth and Infrastructure Committee

As noted above, the Growth and Infrastructure Committee shall include at least two (2) Board members. The committee must be chaired by a Board member. The Executive Director or his/her designee shall serve as an ex-officio member of the Growth and Infrastructure Committee. The Growth and Infrastructure Committee has the following responsibilities:

- Advising the Board on infrastructure improvements and needs related to education and overseeing and monitoring progress on new and existing infrastructure projects.
- Developing long range capital improvements plan to maintain safe and appropriate learning environments.
- Forecasting growth and expansion efforts to better serve more students and offer our range of programs within our approved charters and identify additional communities to serve.

Note: The Chair has the responsibility to recommend appointments to all committees other than the Governance Committee and may create ad-hoc committees, as needed. All committee appointments require final approval by the Board. All committee members shall abide by the GREEN Charter Schools Conflict of Interest Policy. All committees shall conduct their affairs in the same collaborative, collegial manner as the Board including a required majority vote on all its plans and recommendations prior to submission to the Board.

Article IX: Executive Director

The Executive Director will:

1. Serve as the Chief Executive Officer (CEO) of the Corporation and report to the Board of Directors.
2. Exercise such authority as may be delegated by the Board of Directors via its Policy Governance System.
3. Operate the GREEN Charter School within all applicable Constitutional, statutory, regulatory, contractual, financial, and ethical parameters.
4. Supervise the day-to-day operation of the School and be responsible for all personnel matters and determinations to include but not limited to hiring, discipline, promotion, and termination within legal, prudent, and ethical practices as delegated by policy;
5. Per the Progress Monitoring Schedule, present evidence to the Board of Directors of compliance with all policies and progress toward/achievement of all end statements encapsulated in GREEN Charter Schools' Policy Governance System.

6. Maintain the official records for each school operated by the Corporation.
7. Be responsible for the safekeeping of all official papers, including, the official minutes of the Board, its written policies, financial records, titles, contracts, obligations and other documents that belong to the Board or pertain to its business.
8. Be authorized to make purchases, commitments, and expenditures in accordance with the approved procurement policy of the charter.
9. Be an authorized signer of all Corporation checks as per procurement policy.
10. Exercise direction and control of all financial affairs of the Corporation, including the preparation of the Corporation's financial statements, the implementation of sound financial management practices, and the supervision of the Corporation's financial and accounting personnel.

Article X: Annual Certificate of Compliance

All Board members, the Executive Director, and all other management personnel of the School shall ANNUALLY submit a signed Certificate of Compliance that affirms that he/she has read and agrees to abide by all policies of GREEN and the By-Laws of GREEN Charter Schools. Each individual shall submit the certificate to the Board Chairman or the Board Secretary.

Article XI: Open Meetings

The Board will observe all "open meetings" provisions and other provisions of the South Carolina Freedom of Information Act, S.C. Code Ann. §§ 30-4-10, *et seq.* ("FOIA").

Article XII: Minimum Board Duties

All Board members shall acknowledge and agree that each Board member has a reasonable duty of care to help ensure that GREEN Charter Schools' will reach its full potential. Each Board member agrees that they will actively participate in those basic processes, assessments, development and responsibilities necessary to School success including those described in the GCS Board Evaluation Criteria (see appendix). Such basic Board responsibilities include, but are not limited to, the following:

- i. Actively maintaining and advocating the organization's mission and purpose.
- ii. Selecting, developing, supporting and formally assessing (when scheduled by the Board) the Executive Director
- iii. Providing oversight as a fiduciary of the corporate organization within the parameters of Board policy and state statute.

- iv. Assisting the Board in ensuring that the school’s fiscal and material property is used only in pursuit of the school’s mission and that it is properly accounted for and protected (i.e., insured);
- v. Ensuring legal and ethical integrity, maintaining measurable standards and accountability and assuring annual compliance certification by all Board members and School management as required by the authorizer.
- vi. Recruiting and orienting new Board members and assessing the Board’s own performance objectives via annual GREEN Board Evaluation Criteria (see appendix) and individual member reviews.
- vii. Enhancing the organization’s public standing.
- viii. Actively and methodically evaluating the ongoing improvement and progress of the School via the Policy Governance System.

Article XIII: Amendments to By-laws & Charter

These bylaws may be amended when necessary, by a two-thirds majority Vote of the Board of Directors. Within five (5) business days of passage, the Board must notify its authorizer (i.e. South Carolina Public Charter School District) in writing of the amendment. The Board acknowledges the authorizer’s right to disapprove changes to GREEN Charter Schools’ charter, which includes its bylaws. Upon written receipt of disapproval, the Board shall take the appropriate corrective action at its next regularly scheduled GREEN Board meeting.

Article XIV: Non-discrimination

GCS shall not discriminate on the basis of race, religion, national origin, gender or age in either the hiring and other employment practices of the school or in its admission policies for students. Further, GCS shall be open to all students in its authorized geographic area on a space available basis and shall not discriminate in its admission policies or practices. GCS shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of public charter schools in the State of South Carolina.

Article XV: Conflicts of Interest

Each member of the Board shall comply with all applicable laws concerning conflicts of interest. In addition, the Board and its members shall observe the following guidelines:

1. Members of the Board will not provide recommendations for employment of any individual who is a candidate for employment in a school operated by the Corporation.
2. No Board member may have an immediate family member employed by GREEN Charter Schools. As used in this policy, “immediate family” means a Board member’s spouse, child, stepchild, sibling, parent, grandparent, grandchild, aunt, uncle, niece, nephew or first cousin, or the spouse of the Board member’s parent, child, or sibling, or any relative living in the household of a Board member. Any “immediate family” of a Board member who is also a student at the school is exempt from this provision.

3. Board members will abstain from deliberating or voting on any student discipline matter involving his/her child.
4. The Board shall not transact business with any bank or financial institution in which a Board member owns 30 percent or more of the stock or other ownership interest.
5. The Board shall not do business with any business in which a Board member and/or a member of his/her immediate family holds an ownership interest. This shall not apply to publicly traded corporations unless the Board member and/or the members of the Board member's immediate family own ten percent or more of the stock of the corporation.
6. No Board member shall be employed in any position in a school operated by the Corporation.
7. No Board member shall accept a monetary fee or honorarium in excess of \$100 for a speaking engagement, participation in a seminar, discussion panel or other activity that directly relates to the official duties of the Board.

CERTIFICATE

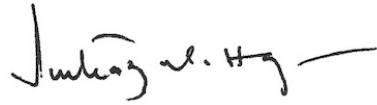
I hereby certify that the within and foregoing ten pages constitute the Bylaws of GREEN Charter Schools in effect as of April 16, 2022.

Vincent B. Atkinson

Chairperson Signature
GREEN Charter Schools

Vincent B. Atkinson, April 20, 2022

Printed Name & Date



Witness Signature

Imtiaz Haque, April 22, 2022

Printed Name & Date