



**BYLAWS  
OF  
PALMETTO ACHIEVEMENT CENTER FOR EXCELLENCE ACADEMY  
INCORPORATED,  
A SOUTH CAROLINA NONPROFIT CORPORATION**

*Adopted effective as of June 17, 2021;*

**Contents**

**Article I: Name and Location..... 5**

1.1 Name of Corporation ..... 5

1.2 Corporation Aliases ..... 5

1.3 Address of Corporation..... 5

**Article II: Nature of Corporation..... 5**

2.1 Non-Profit ..... 5

2.2. Purposes ..... 5

2.3 Limitations and Restrictions ..... 5

2.4 Non-Discrimination..... 6

2.5. Enrollment ..... 6

**Article III: Members..... 6**

3.1 No Members..... 6

**Article IV: Board of Directors, Charter Governing Board ..... 6**

4.1. Management ..... 6

4.2 Responsibilities ..... 6

4.3 Composition and Election ..... 7

4.3a Term of Office ..... 8

4.3.b Ex-Officio Committee Members..... 8

4.4. Removal of Members of the Board..... 8

4.5. Vacancies ..... 9

4.6. Compensation and Expenses ..... 9

4.7 Qualifications of the Board of Directors..... 9

4.8 Observation of Classrooms..... 9

4.9 Board Training..... 9

**Article V: Officers of the Board ..... 10**

5.1 Number of Officers..... 10

5.2 Election of Officers..... 10

Corporate Bylaws	3
5.3 Resignation of Officers .....	10
5.4 Duties of Officers .....	10
5.4.a Duties of the Chair .....	10
5.4.b Duties of the Vice Chair .....	11
5.4.c Duties of the Secretary .....	11
5.4.d Duties of the Treasurer .....	11
5.5 Additional Officers and Agents.....	11
<b>Article VI: Meetings of the Board .....</b>	<b>11</b>
6.1 Regular Meetings .....	11
6.2 Agenda Items.....	12
6.3 Special and Emergency Meetings.....	12
6.4 Place and Time of Meetings.....	12
6.5 Notice of Meetings.....	12
6.6 Open Meetings and Administrative Records .....	12
6.7 Quorum and Voting.....	12
<b>Article VII: Committees.....</b>	<b>13</b>
7.1 Ad Hoc Committees .....	13
7.2 Standing Committees .....	13
<b>Article VIII: Indemnification .....</b>	<b>13</b>
8.1 General.....	13
8.2 Expenses.....	13
<b>Article IX: Limitation of Personal Liability.....</b>	<b>14</b>
9.1 Personal Liability .....	14
9.2 Standard of Care .....	14
9.3 Conflict of Interest .....	14
<b>Article X: Miscellaneous Provisions.....</b>	<b>15</b>
10.1 Fiscal Year and Audit .....	15
10.2 Execution of Contracts .....	15

10.3 Commercial Paper ..... 15

10.4 Deposits ..... 15

10.5 Notices ..... 16

10.6 Forms of Records..... 16

10.7 Corporate Records..... 16

10.8 Bylaw Amendments..... 16

10.9 Severability ..... 17

10.10 Usage ..... 17

10.11 Conflict between Bylaws, Articles and South Carolina Law..... 17

10.12 Dissolution..... 18

10.13 Prohibited Transactions..... 18

## **Article I: Name and Location**

### ***1.1 Name of Corporation***

The name of this corporation shall be Palmetto Achievement Center for Excellence Academy, Inc., a South Carolina Nonprofit Corporation (hereinafter referred to as the "School").

### ***1.2 Corporation Aliases***

The corporation shall also operate under the alias as "PACE Academy" or "Palmetto Achievement Center for Excellence Academy."

### ***1.3 Address of Corporation***

The principal office of the Corporation shall be located in South Carolina, at a place designated from time to time by the Board of Directors.

## **Article II: Nature of Corporation**

### ***2.1 Non-Profit***

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

### ***2.2. Purposes***

The purposes for which the Corporation is to be formed is to organize a charter school pursuant to South Carolina Code Ann. § 59-40-5 *et seq.*, South Carolina Code Ann. § 59-40-10 *et seq.*, the South Carolina Charter Schools Act of 1996, as amended (hereinafter "the Act"), and as set forth in the Articles of Incorporation, to wit: in accordance with Section 501(c)(3) of the Internal Revenue Code, as an educational organization, specifically a public charter school in the midlands of South Carolina, with the mission of empowering students with dyslexia to achieve the academic, technical, and social skills needed to accomplish their education and career goals.

### ***2.3 Limitations and Restrictions***

Income and Distributions: No part of the assets, income, or net earnings of the Corporation shall be distributable to or shall inure to the benefit of its Members, Trustees, Directors, Officers, or any Shareholder or Private Individual, but reasonable expenses may be reimbursed and reasonable compensation may be paid for services rendered to enable the Corporation to provide the functions for which it has been organized.

### **2.4 Non-Discrimination**

The Corporation shall be non-sectarian, non-religious, and non-discriminatory. Furthermore, the Corporation shall hire staff and accept students 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 including those specifications regarding admission as to racial composition pursuant to South Carolina Code Ann. § 59-40-50 (B)(6).

### **2.5. Enrollment**

Subject to total enrollment limitations, enrollment in the School shall be open to any child in accordance with the South Carolina Charter Schools Act, related amendments, and interpreted case law.

### **2.6 Mission Statement**

PACE Academy's mission is to ensure all students master foundational reading skills along with South Carolina College and Career-Ready Standards to reach their full potential both in and out of the classroom.

## **Article III: Members**

### **3.1 No Members**

The Corporation shall not have members.

## **Article IV: Board of Directors, Charter Governing Board**

### **4.1. Management**

The Charter Governing Board 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 through the duly constituted Board.

### **4.2 Responsibilities**

The Board's responsibilities include, but are not limited to, the following:

- a) Sign the Charter School Contract and revisions thereto;
- b) Establish policies for the governance in accordance with national, state, and local laws governing public charter schools in South Carolina;
- c) Make every effort to maintain a positive working relationship with the authorizing School District;

- d) Comply with all Federal and State laws;
- e) Develop strategic plans for the School;
- f) Review monthly financial reports and adopt an annual budget and any necessary revisions thereto;
- g) Assist in fundraising activities for the School;
- h) Approve and execute all necessary contracts on behalf of the School;
- i) Hire, evaluate, retain and, if necessary, remove the Executive Director;
- j) Evaluate the Executive Director of the school at least annually;
- k) Review and adjust pay scales, performance criteria and discharging policies, as required;
- l) Develop policies regarding operations of the school and budgeting;
- m) Review and evaluate the academic and administrative achievements and progress towards annual goals;
- n) Hear appeals for teacher grievances and recommendations for student expulsions;
- o) Build and maintain a parent, educator, and community partnership;
- p) Conduct periodic reviews of school guidelines regarding health, safety, civil rights, and disability rights requirements applicable to all public schools operating in the same school district, as needed, and assure adherence thereto;
- q) Develop and adopt policies of the school;
- r) Oversee and maintain the financial health of the School;
- s) Perform any and all necessary legal acts to effectuate the purpose of the Corporation;
- t) Maintain accurate up-to-date records of the business conducted at all Board meetings;
- u) Contract for other services, including, but not limited to, transportation, accounting and legal services;
- v) Notify the public of scheduled meetings and the agendas thereof in accordance with state laws.

The faculty of the School, under the direction of the Principal, shall be responsible for implementing the development of the School's curriculum and teaching methods, consistent with the mission of the School.

#### ***4.3 Composition and Election***

Board members shall qualify under the Act and demonstrate commitment to the school's mission. The Board shall consist of nine (9) voting members, with five elected and four appointed. A choice of membership of the Board will take place every year.

In odd years, three elected seats and two appointed seats will be filled. In even years, two elected seats and two appointed seats will be filled pursuant to the Act. Ballots may be made available electronically. The elected Members of the Board shall be elected by a plurality of the votes cast. Eligible voters will vote on a slate presented by the Governance & Nomination Committee and approved by the Board. The elected Board members will be elected at-large. Four members of the board may be appointed by the Board upon review of the Governance & Nomination Committee for skills that will advance the mission of the school. At least 2/3 of the members of the board, as specified in the bylaws, shall be individuals who have a background in K-12 education or in business. The board shall approve election timelines each year at least three months before terms expire. Elections shall be held by the third week in May each year.

#### ***4.3a Term of Office***

The term of office of each director shall be two (2) years except in the first year of elections where no more than 50% of the board will have terms for one year as determined by the board development committee. Each director may serve no more than 4 terms, either appointed or elected. Each director is required to attend all scheduled meetings. Directors missing more than 3 consecutive meetings without excuse must be replaced during the next election cycle. If the Director is an elected Officer, the board reserves the right to appoint a replacement that will serve the remaining term of the previous director.

#### ***4.3.b Ex-Officio Committee Members***

There will be no ex-officio members.

#### ***4.4. Removal of Members of the Board***

Any member of the Board may be removed at any time with cause at any meeting of the Board by a two-thirds vote of the Board of Directors called for that purpose. Cause will be considered failure to organize or neglect of duty, abandoning his or her duties and responsibilities, conduct prejudicial to the interests of the corporation, or failure to act in the best interest of the corporation's students and faculty, according to the Act. Members of the Board are expected to attend one hundred percent (100%) of all Board and committee or committees' meetings on which he or she has agreed to serve. Failure to attend meetings as outlined herein may be cause for removal of a member of the Board. A member may be excused from attending a meeting by approval of the board Chair or Vice Chair. A member of the Board shall be removed for conviction of a felony crime or a crime of moral turpitude. A member



of the board who has been removed shall be prohibited from running or being appointed for future Board positions.

#### ***4.5. Vacancies***

In the event any vacancy occurs on the Board, the Chair shall call an election for a new Member of the Board to be held within forty-five (45) days unless a regular election is within six (6) months in which case the vacancy can be included in the regular election. The election shall be held pursuant to the Act and as provided for in these Bylaws. The replacement Member of the Board shall serve for the remainder of the unexpired term of the Member of the Board whose departure created the vacancy. The board may appoint temporary Members of the Board who will serve until such time that an election can be held or to fill vacancies in the board created by an appointed member.

#### ***4.6. Compensation and Expenses***

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

#### ***4.7 Qualifications of the Board of Directors***

Members of the Board shall qualify under all requirements of the Act. Additionally, these requirements must be fulfilled in order to be a member of the board:

- Be appointed OR;
- Must have a High School Diploma or equivalent AND;
- Have at least 8 years full-time work experience in a supervisor or managerial position.

Furthermore, a person who has been convicted of a felony may not be elected or appointed to the Board of Directors.

#### ***4.8 Observation of Classrooms***

Each Director should spend at least one hour in both the fall and spring semesters observing student classroom activities.

#### ***4.9 Board Training***

Each Director shall complete board training offered by the South Carolina Charter School Alliance or another entity approved by the Board within ninety (90) days of taking office.

## **Article V: Officers of the Board**

### ***5.1 Number of Officers***

The officers of the Corporation shall be a Chair, Vice Chair, Secretary, and Treasurer. The aforementioned officers must be members of the Board. 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 of Directors. The Corporation may also have, at the discretion of the Board of Directors, such other Officers as may be appointed by the Board of Directors.

### ***5.2 Election of Officers***

The Chair, Vice Chair, Secretary, and Treasurer of the Board shall be elected annually by the Board of Directors. Officers shall be elected by a plurality of the votes cast by the Members of the Board and may succeed themselves. Each person elected as an officer shall continue in office until his/her successor shall have been duly elected and qualified, 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.

### ***5.3 Resignation of Officers***

Any Officer may resign his or her office at any time by notifying the Chair or Secretary in writing. Such resignation shall take effect on the date of receipt of such notice or at any time therein specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. An Officer may be removed at any time, for cause, by a vote of two-thirds (2/3) of the Board of Directors then serving, if in their judgment the best interests of the Corporation would be served thereby.

### ***5.4 Duties of Officers***

The Chair, Vice Chair, Secretary, and Treasurer of the Board shall each carry out specific duties.

#### ***5.4.a Duties of the Chair***

The Chair of the Board of Directors shall, if present, preside at all meetings of the Board and shall exercise and perform such other powers and duties as may be assigned to him or her from time to time by the Board or prescribed by these Bylaws.

#### ***5.4.b Duties of the Vice Chair***

The Vice Chair shall, in the absence of the Chair, preside at meetings of the board and shall exercise and perform such other powers and duties as may be assigned to him or her from time to time by the Board or prescribed by these Bylaws.

#### ***5.4.c Duties of the Secretary***

The Secretary shall keep on behalf of the Corporation a book of minutes of all meetings of the Board of Directors and any committees having the authority of the Board of Directors, with the time and place of holding, how called or authorized, the notice thereof given, the names of those present, and the proceedings thereof. The Secretary shall also see that all notices are duly given in accordance with these Bylaws or as required by law. The Secretary may direct that the foregoing responsibilities be carried out by a qualified member of the staff or the Corporation. The Secretary shall be the custodian of the Corporate records of the Corporation.

#### ***5.4.d Duties of the Treasurer***

The Treasurer shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Corporation, and an account of its cash and other assets, if any. Such books of account shall at reasonable times be open to inspection by the Board and Director.

#### ***5.5 Additional Officers and Agents***

The Board, at any meeting, may, by resolution, appoint such additional officers and such agents 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.

### **Article VI: Meetings of the Board**

#### ***6.1 Regular Meetings***

The Board shall meet regularly with a quorum present at least ten (10) times each year. An annual schedule of regular meetings shall be adopted, published, and posted at the school office and provided to local media in September of each year. The Board reserves the right to change the time and place of such regular meetings or to make them more or less frequent, with appropriate notice. All meetings are open to the public.

### **6.2 Agenda Items**

The Board Chair shall coordinate informally with the Secretary to create the agenda with input from the Executive Director, committee chairs, and other board members, as necessary.

### **6.3 Special and Emergency Meetings**

Special meetings of the Board shall be called at any time by the Chair upon the written request delivered to the Secretary by electronic mail (e-mail) and will comply with the requirements set forth in the South Carolina Freedom of information Act.

Emergency meetings may be called at the discretion of the Chairperson, 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.

### **6.4 Place and Time of Meetings**

All meetings of the Board shall be held at such place or places within the State of South Carolina and at such times as shall be specified in the specific notices of such meetings.

### **6.5 Notice of Meetings**

Notices of meetings of the Board shall be posted in the School and provided to the public in accordance with the requirements of the Freedom of Information Act and the South Carolina Charter Schools Act.

### **6.6 Open Meetings and Administrative Records**

All official actions and all deliberations undertaken 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.

### **6.7 Quorum and Voting**

In all meetings of the Board, the presence of a majority of the Members of the Board shall be necessary and sufficient to constitute a quorum. Unless otherwise provided by law or by the Bylaws, the act of a majority of the Members of the Board 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.

Meetings of the Board may be conducted informally, but all decisions of the Board will be taken by vote. At the request of any member, any meeting or action within a meeting will be conducted in accordance with the procedures outlined in the then current edition of Robert's Rules of Order except when they conflict with these Bylaws.

## **Article VII: Committees**

### ***7.1 Ad Hoc Committees***

The Board may from time to time, by resolution, constitute such committees of 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 rules and regulations for its governance.

### ***7.2 Standing Committees***

As soon as practicable, the Board chair shall, subject to the Board's approval and stated provisions to the contrary herein, appoint the chairperson of the standing committees identified hereafter from among the Board. Chairpersons shall hold office at the discretion of the Board.

## **Article VIII: Indemnification**

### ***8.1 General***

The Corporation shall indemnify each officer, Board member, employee and representative ("Indemnitee") from the expenses and risks as set forth in Section 2 of this Article if such Indemnitee has acted in good faith or in a manner which a reasonable person would believe to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action proceeding, had no reason to believe his or her conduct was unlawful. 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. Absent breach of fiduciary duty, lack of good faith, or self-dealing actions taken as a member or any failure to take any action shall be presumed to be in the best interests of the Corporation.

### ***8.2 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.

## **Article IX: Limitation of Personal Liability**

### ***9.1 Personal Liability***

A member of the Board of Directors 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, and (b) such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

### ***9.2 Standard of Care***

Each member of the Board 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, if prepared or presented by those believed to be competent, capable, knowledgeable, or have such expertise on the subject matter. Breach of fiduciary duty or lack of good faith shall constitute failure of care. Any Board member acting in this manner shall be removed from the Board and prohibited from running for future Board positions.

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

### ***9.3 Conflict of Interest***

The Officers, Board of Directors, and other elected individuals shall exercise the utmost good faith in all transactions relating to their Corporation duties and will be held to a strict rule of honest and fair dealings. They shall not use their position, or

knowledge gained there from, so that a conflict might arise between the Corporation's interest and that of the individual. All acts by any member shall be for the benefit of the Corporation in any dealings that may affect the Corporation. During their terms, elected individuals shall promptly make a full disclosure to the Board of Directors of any existing or new employment, activity, investment, or other interest that might involve obligations which could adversely compete with or be in conflict with the interests of the Corporation. If the conflict created cannot be resolved within 30 days, the Board member with the conflict shall resign his or her seat.

## **Article X: Miscellaneous Provisions**

### ***10.1 Fiscal Year and Audit***

The fiscal year of the Corporation shall begin on July 1 and end on June 30, each year. 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 and to provide such audits as are required pursuant to the Act.

### ***10.2 Execution of Contracts***

The Chair has authority to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation provided that the information has been presented to and has been approved by a majority vote of the Board of directors. In case of emergency, the Board must be notified of any changes at the next regularly scheduled Board meeting. The Board may also authorize any other 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 peculiarly liable for any purpose or in any amount.

### ***10.3 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.

### ***10.4 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 that are payable to the order of the Corporation.

#### **10.5 Notices**

Except as may otherwise be required by law, any notice required to be given shall be in writing and signed by the Chairperson or the Secretary; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his last post office address appearing on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Any notices required to be given 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.

#### **10.6 Forms of Records**

When consistent with good business practices, any records of the Corporation may be maintained in other than written form if such other form is capable of reasonable preservation and conversion into written form within a reasonable time.

#### **10.7 Corporate Records**

The Corporation shall keep as permanent written records a copy of the minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of the name and address, in alphabetical order, of each member. The Corporation shall keep a copy of the records at its Principal Office.

#### **10.8 Bylaw Amendments**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors at a regularly scheduled Board meeting, provided that each member is given at least seven 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, as well as the original. The Board will review the Bylaws at least once every three years. An amendment to these Bylaws must not be retroactively enforced, unless the amendment expressly provides for retroactive enforcement. Any amendments to the Bylaws that are inconsistent with the Act, or would result in the Corporation's loss of its ability to claim non-profit status under either the Internal Revenue Code or the South Carolina Non-profit Corporation Act, shall be null and void.

### **10.9 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.

### **10.10 Usage**

In construing these Bylaws, feminine or neuter pronouns shall be substituted for masculine forms and vice versa, and plural terms shall be substituted for singular forms and vice versa, in any place in which the context so requires. The section and paragraph headings contained in these Bylaws are for reference purposes only and shall not affect in any way the meaning or interpretation of these Bylaws. Terms such as "hereof", "hereunder" "hereto", and words of similar import shall refer to these Bylaws in the entirety and all references to "Articles", "Paragraphs", "Sections", and similar cross references shall refer to specified portions of these Bylaws, unless the context clearly requires otherwise. Terms used herein which are not otherwise defined shall have the meanings ascribed to them in the Act and if not defined therein, they shall have their plain and ordinary meaning. All references to statutory provisions shall be deemed to include corresponding sections of succeeding law.

### **10.11 Conflict between Bylaws, Articles and South Carolina Law**

The Articles of Incorporation of the Corporation and South Carolina law including, without limitation, the South Carolina Nonprofit Corporation Act of 1994, as amended, and the South Carolina Charter Schools Act of 1996, as amended, together with the regulations, are incorporated herein by reference. Any conflict within the terms of these Bylaws, the Articles, and South Carolina law should be resolved in the following order: (1) South Carolina law, (2) the Articles, and (3) these Bylaws.