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

Adopted effective as of June 20, 2024;

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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 "PACE" or the "School").

1.2 Registered office and agent

The registered agent of PACE may be changed from time to time at the Board of Directors' discretion by giving notice of any change to the South Carolina Secretary of State. The registered office will be the same address as that of the registered agent.

Article II: Nature of Corporation

2.1 Non-Profit

PACE is a South Carolina nonprofit corporation and a public charter school. PACE has such powers as are now, or may hereafter be, granted by the South Carolina Nonprofit Corporation Act of 1994, as amended, and the South Carolina Charter Schools Act of 1996, as amended.

2.2 Purpose

PACE is organized exclusively for educational objectives and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended.

2.3 Non-Discrimination

PACE will comply with all applicable federal and South Carolina laws and regulations prohibiting discrimination based on race, national origin, ethnicity, sex, religion, age, disability, marital status, , veteran status or any other protected class in accordance with state and federal law. PACE is committed to nondiscrimination in all its educational, employment, and student admission activities.

2.4 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.

2.5 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. All rights that would otherwise, by law, vest in the members will vest in the Board of Directors.

Article IV: Board of Directors, Charter Governing Board

4.1 Management

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. Hire, evaluate, retain and, if necessary, remove the Executive Director;
i. Review and evaluate the academic and administrative achievements and progress towards annual goals;
j. Hear appeals for teacher grievances and recommendations for student expulsions;
k. Perform any and all necessary legal acts to effectuate the purpose of the Corporation;
l. Maintain accurate up-to-date records of the business conducted at all Board meetings;

The faculty of the School, under the direction of the Executive Director 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

The Board shall consist of nine (9) 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. 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 fifty percent 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.

The Board may appoint an ex-officio member for a two year term who either currently serves in the military or has been honorably discharged. The ex-officio member shall not be entitled to vote but may advise on matters as requested by Board members.

4.4 Term of Office

The term of office of each director shall be two (2) years. Each Director may serve no more than 4 terms, either appointed or elected. Terms for elected members will commence on July 1 of a given year, and terms for appointed members will commence on July 1 of a given year, or as soon as possible thereafter upon appointment by the Board of Directors. All expiring terms will conclude at the end of the day on June 30 of a given year.

4.5 Removal of Members of the Board

Any Director may be removed from office for cause by a two-thirds vote of the Board of Directors holding office at that time at a meeting at which a quorum is present, provided that written notice of the meeting is sent to all Directors at least seven days in advance of the meeting and such notice specifies that a purpose of the meeting is to vote on removal of the named Director(s). Directors are expected to attend all Board and committee or committees' meetings on which he or she has agreed to serve. Failure to attend three Board meetings may be cause for removal of a member of the Board.

4.6 Vacancies

If a Director dies, resigns, or is removed from the Board, the vacant seat will be filled how it was originally filled (election or appointment). If the vacant seat was originally filled by election, a special election will be called within a reasonable amount of time, not to exceed 90 days. If the vacant seat was originally filled by appointment, the Board will appoint a new director as soon as possible. Any vacant seat with less than six months remaining in the term at the time the seat becomes vacant may remain open and not be filled at the discretion of the Board of Directors. A Director who is elected or appointed to fill a vacant seat will serve the remainder of the replaced Director's term.

4.7 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.

4.8 Qualifications of the Board of Directors

Each Director must be a resident of the State of South Carolina. PACE staff are prohibited from serving on the Board of Directors during their employment and for a period of two (2) years following the conclusion of their staff position. A person who has been convicted of a felony is not eligible to serve on the Board of Directors.

4.9 Observation of Classrooms

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

4.10 Board Training

Each Director shall complete board training required by the South Carolina Charter Schools Act.

Article V: Officers of the Board

5.1 Number of Officers

The officers of the Board shall be a Chair, Vice Chair, Secretary, and Treasurer.

5.2 Election of Officers

The officers will be nominated and elected by the Board of Directors to serve a one-year term as an officer after the appointment of new Board members. Officers may be reelected to serve consecutive one-year terms as officers. The Board of Directors will have the power to remove an officer at any time prior to the expiration of such term by a majority vote of the Board of Directors currently holding office. Any officer vacancy that occurs for any reason may be filled by the Board of Directors.

5.3 Duties of Officers

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

5.3a 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.

5.3b 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.

5.3c 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.

5.3d 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.

Article VI: Meetings of the Board

6.1 Regular Meetings

The Board of Directors will have the power to establish the time and place for holding regular meetings of the Board of Directors. The Board of Directors will have discretion to change the time and place of such regular meetings, or to make them more or less frequent, with appropriate notice. The Board of Directors will comply with the requirements set forth in the South Carolina Freedom of Information Act

and any other applicable laws concerning notice and conduct of Board meetings.

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 Meeting 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 simple 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.

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

PACE will, to the fullest extent permitted by applicable law, indemnify and hold harmless all directors, officers, and employees from any and all liability, damage, expense, causes of action, suits, claims, or judgments arising from injury to persons or property or otherwise which arises out of the act, failure to act, or negligence of the charter school, its agents and employees, in connection with or arising out of the activity of PACE, so long as such directors, officers, and employees acted in good faith and within the scope of their office or employment.

8.2 Conflict of Interest

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

Article IX: Miscellaneous Provisions

9.1 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.

9.2 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.

9.3 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.

9.4 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.

9.5 Notices

Except as may otherwise be required bylaw, 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.

9.6 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.

9.7 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.

9.8 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 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 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.

9.9 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.

9.10 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.

9.11 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.

9.12 Dissolution

PACE may dissolve pursuant to S.C. Code Ann. § 59-40-120 and Article 14 of the South Carolina Nonprofit Corporation Act. Upon dissolution of PACE, its assets may not inure to the benefit of any private person. Any assets obtained through restricted agreements with a donor through awards, grants, or gifts must be returned to that entity. All other assets become property of the sponsor.

9.13 Prohibited Transactions

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

These bylaws stand approved by the Board of Directors in compliance with the mandates provided herein and signed and dated by an officer of the Corporation.

_____ _____

Chair Date