

BYLAWS OF GLENFOREST SCHOOL
As revised May 23, 2006

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ARTICLE I: NAME, FORM OF ORGANIZATION AND PURPOSE

Section 1.1 Name. The name of the organization is Glenforest School, Inc. (School)

Section 1.2 Nonprofit and Tax Exempt Status. The School is organized as a nonprofit corporation under the laws of South Carolina and as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended. The School is an educational organization and shall have perpetual duration and succession.

Section 1.3 No Members. The School shall have no general members or shareholders.

Section 1.4 Purpose. The purposes for which the School is organized are set forth in Glenforest School's Declaration and Petition for Incorporation. Notwithstanding any other provisions of these articles, the purposes for which the School is organized are exclusively educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as revised.

ARTICLE II: OFFICES

Section 2.1 Principal Office. The principal office shall be located at 1041 Harbor Drive, West Columbia, South Carolina 29169. The School shall maintain at its principal office a copy of the corporate records as specified in Article IX, Section 9.2, below.

Section 2.2 Registered Office and Agent. The registered office may but need not be identical with the principal office. The School shall maintain a registered agent whose office is identical with the registered office. The School may change its registered office or registered agent from time to time in the manner required by law.

Section 2.3 Other Offices. The School may have offices at such other places within the State of South Carolina as the Governing Board from time to time may determine; or as the affairs of the School may require.

ARTICLE III: GOVERNING BOARD

Section 3.1 General Power and Authority. All corporate powers shall be exercised by or under the authority of the Governing Board, and the affairs of the School will be managed under the direction of the Governing Board.

The Governing Board (Board) will be responsible for the formulation of policies controlling the School's program and operation. The Board is responsible for executive, administrative, and educational functioning of the School, except as the authority and power delegated to the Head pursuant to these By-Laws. The Board has authority to delegate such functions, as necessary, to ensure the proper operation of the School.

Section 3.2 Composition. The Governing Board shall consist of the Executive Committee (voting), At-Large Voting Members, and Non-Voting Members. The Board shall have a minimum of 13 and maximum of 15 Voting Members, consisting of the Executive Committee and the At-Large Members. To the extent possible, and in addition to representatives specified in the Sections below, the Governing Board composition shall include members from community leadership organizations; financial, healthcare, educational, legal, and business professions, as well as parents or family members of Glenforest students.

Section 3.2.1 Executive Committee. The Executive Committee shall consist of the Board Officers. Governing Board Officers are: Chair, Vice-Chair, Secretary-Treasurer, and School Head. Executive Committee members are voting members.

Section 3.2.2 Voting At-Large Members. Voting At-Large Board Members shall consist of not fewer than six (6), nor more than eleven (11) voting members. Voting At-Large Members must include a Faculty/Staff Representative appointed by the School Head, and at least two (2) professional educators.

Section 3.2.3 Non-Voting At-Large Members. The PTO and Booster Club President(s) will also serve on the Board, having a voice but no vote.

Section 3.2.4 Non-Voting Ex-Officio Member. Dr. Glenda Sternberg shall be a non-voting Ex-Officio Board Member.

Section 3.2.5 Recording Secretary. The Board may appoint a Recording Secretary who will not be a Board member nor have a vote, but who will be responsible for attending all Board meetings and recording Board business; providing minutes, notices, correspondence, and agendas, as necessary for the proper functioning of the Board.

Section 3.3 Terms of Service

Section 3.3.1 Executive Committee and Voting At-Large Members. Both the Executive Committee and At-large Members shall be elected and serve a term of three (3) years; renewable for an additional three-year term, by election. Members who have served two terms may not be elected or serve again as an At-Large Board Member of a period of one year, unless the Executive Committee waives the term limit for that Member. Members are elected to the Executive Committee during the Annual Meeting and will serve in accordance with that Member's remaining term.

Section 3.3.2 Election Cycle. With the exception of the term of the School Head which is renewable yearly during the School Head's employment in that capacity, the Voting Board Member terms shall be staggered so as to have one-third of the voting Board membership stand for election or re-election each year. Election shall be in accordance with Section 3.4 below.

Section 3.3.3 Non-Voting At-Large Members. Non-Voting At-Large Members' terms will be subject to the terms of their appointment as PTO President or Booster Club President. The term of service as a Non-Voting At-Large Member will not be included or affect term limits of any Non-Voting Member subsequently appointed to the Governing Board as a Voting Member.

Section 3.3.4 Continuity. In order to provide continuity, to the extent possible and in accordance with these By-Laws and waiver of term limits contained herein, Governing Board Chairs may be requested to remain on the Governing Board for a minimum of one year after the end of the Chair's term as Chair.

Section 3.4 Election of Governing Board Members. Except as provided in Sections 3.5, 3.6, and 3.7 below regarding resignations, removal or vacancies, the Executive Committee Officers and At-Large Voting Members shall be elected by the Governing Board at its Annual Meeting. Candidates' names will be presented by the Governance Committee. Nominations may also be presented by any Governing Board Member from the floor. Those persons receiving a two-third (2/3) majority vote of a quorum of the Governing Board shall be deemed to have been elected.

Section 3.5 Resignation of Board Members. A Board Member may resign by delivering written notice to the Executive Committee or the School Head. Resignation is effective on date of receipt of the notice, unless the notice specifies a later effective date, such later effective date being subject to the approval of the Executive Committee. If the later effective date is more than one month after notice of the date of resignation, the Board may act to fill the vacancy so long as the successor does not take office until after the effective date of resignation.

Section 3.6 Removal of Board Members. Board Members may be removed, with cause, by the vote of two-third (2/3) majority of a quorum of Board Members. Voting Members who are absent for three consecutive meetings, without reasonable excuse, may be removed from the Board.

Section 3.7 Vacancies. Any vacancies on the Board, other than by expiration of the term of an elected Member, may be filled at any regular or special meeting by appointment from the Chair, upon the recommendation of the Governance Committee, to complete the term vacated, in an interim capacity. The length in months of the interim appointment will not count toward the future term of service of the member, if later elected.

Section 3.8 Officers' Duties. The Chair shall preside at all Board and Executive Committee meetings. The Vice-Chair shall assume the duties of the Chair, as delegated by the Chair, or if the Chair is absent or disabled. The Secretary-Treasurer shall review and present financial statements, prepare correspondence, certify votes, and provide other reports necessary to the Board's function.

Section 3.9 No Compensation. Members of the Governing Board shall receive no compensation, salary, or other special consideration from the School for services as a Board Member or Officer. So long as expenses have been pre-approved by the Chair and School Head, Board Members will be allowed reimbursement for actual expenses incurred in the performance of their duties as a Board Member. Requests for reimbursement must be submitted to the Board Secretary-Treasurer.

ARTICLE IV: MEETINGS

Section 4.1 Place of Meetings. All meetings shall be held at Glenforest School, 1041 Harbor Drive, West Columbia, SC 29169, unless otherwise determined by the Chair. Board Members will be notified of any change in meeting location.

Section 4.2 Annual Meetings. The Annual Meetings for the purpose of electing Board Members, Officers, and transacting other business, shall be held during the third calendar quarter, at a time and place designated by the Executive Committee.

Section 4.3 Regular Meetings. Regular meetings shall be held on a quarterly basis at 6:00 pm on the fourth Tuesday of each month following the end of the quarter (i.e. January, April, July, and October). Additional regular meetings may be scheduled as needed. The Chair may designate the annual meeting as the third quarter's regular meeting.

Section 4.4 Special Meetings. Special meetings may be called by the Chair, as needed. Special meetings are for the purpose of addressing a specific issue. No other business is to be conducted during a special meeting.

Section 4.5 Special Meetings of the Executive Committee. The Executive Committee may meet and act on behalf of the Board at times when time does not permit the convening of the Board to address urgent or emergency matters. After such a meeting, the Executive Committee will report its actions to the Board at the next regularly scheduled meeting, or at a special meeting, as appropriate. The Executive Committee may not adopt, cancel, or revise policies at a Special Meeting, without having first been authorized by vote of the Board.

Section 4.6 Notice of Meetings.

Section 4.6.1 A schedule of regular meetings will be provided at the Annual Meeting. Reminder of regular meetings will be given Board Members by any usual means of communication which may be oral or written.

Section 4.6.2 Notice of Special Meetings must be preceded by at least two (2) days' notice to each Member by written communication (by letter, fax, or email). However, any Special Meeting called for the purpose of electing or removing a Board Member or for the purpose of addressing a matter which required approval of the Board must be preceded by at least seven (7) days' notice, by written communication notifying

Board Members of the date, time, place of the meeting, and that the matter to be addressed requires a vote.

Section 4.7 Meeting by Conference Call. The Board and all committees may participate in a meeting by means of a conference telephone or similar communications equipment through which all members participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 4.8 Order of Business. Unless changed by the Chair, the Order of Business for regular meetings will be:

- Call to Order
- Roll Call
- Approval of Last Meeting's Minutes
- School Head Report
- Committee Reports
- Old Business
- New Business
- Adjournment

Section 4.9 Executive Session. During any regular or special meeting, the Chair may direct that the Board go into Executive Session for the discussion of sensitive matters. No business may be transacted in an Executive Session except for the business for which the session was called. Policies may not be adopted, revised, or cancelled in an Executive Session.

ARTICLE V: VOTING

Section 5.1 Member Votes. All voting members are entitled to one vote. Absentee or proxy votes are allowed only if the written vote is submitted in a sealed envelope to a Board Officer prior to the meeting at which the vote is to be cast. Proxy votes must be specific to the matter to be voted upon and will not be revealed or counted until the actual vote is held.

Section 5.2 Quorum and Manner of Acting. A quorum consists of a majority of all Voting Members. A quorum must be present for the transaction of business. Should a quorum not be present, the Board may continue the meeting for informal discussion or information gathering purposes only.

Section 5.3 Affirmative Vote. An affirmative vote of two-thirds (2/3) majority of a quorum of the Board is necessary for all policy changes, election, or other actions affecting a Member's status on the Board. Otherwise, an affirmative vote of a simple majority of the quorum will suffice for School business.

ARTICLE VI: COMMITTEES

Section 6.1 Standing Committees. At the Annual Meeting, Board Members will be appointed to Standing Committees. The School Head and Board Chair serve as ex-officio voting member of all Standing Committees. Board Members are appointed to Standing Committees by the Chair, for one-year terms, renewable. The Committees will act in accordance with their function, reporting at regular Board Meetings and the Annual Meetings, as necessary. At the Chair's discretion, committees may include non-Board members.

Governance: Policy and Procedure
Board Self-Evaluation
Board Recruitment and Retention
Board Orientation and Training

Development: Outreach and Community Awareness
Recruitment
Oversight, planning, and implementation of fundraising
Board Liaison for Advisory Council

Finance Committee: Budget and Finance
Building and Grounds
Financial Aid/Scholarships

Curriculum: Board Liaison for Academic and Athletic Programs

Section 6.2 Ad Hoc Committees and Task Forces. The Chair may form Ad Hoc Committees or Task Forces for specific purposes and limited terms, as necessary. At the Chair's discretion, Ad Hoc Committees or Task Forces may include non-Board members.

Section 6.3 Advisory Council. The Chair may form an advisory council for the purpose of promoting the School and increasing community participation in the success of the School. Advisory Council members have no voting rights, except to the extent of any position held as a Member of the Governing Board.

ARTICLE VII: SCHOOL HEAD

Section 7.1 Designation and Qualifications. The Head will be a person selected by and employed by the School, who has earned a graduate degree, preferably a Doctorate, from an accredited institution and who has exceptional experience and training in special education administration, curriculum, supervision, and instruction.

Section 7.2 Authority and Responsibility. The Head is the Chief Executive Officer and Administrative Head of the School. All policies and procedures of the Board will provide for and preserve the executive, administrative, and leadership prerogatives of the Head. The Head will be permitted to operate the School in accordance with officially

established policies and procedures without external interference, including setting the school calendar and schedule, establishing curriculum, selecting text books and other teaching materials, admitting, testing, evaluating, and placing students, managing sports and physical education programs, directing student activities, and managing and supervising School faculty and staff. The Head will have sole and final authority for faculty and staff recruitment, employment, assignment, evaluation, professional development, and termination.

ARTICLE VIII: FISCAL AUTHORITY

Section 8.1 Budget Section. The Board reviews and approves the School annual budget submitted through the Finance Committee. The Head, with the Finance Committee, sets the fiscal year, establishes accounting and audit procedures, and designates use of funds (including, but not limited to tuition, grants, and donations), whether for operating costs, improvements, financial aid, scholarships, or other uses, as approved by the Board.

Section 8.2 Fiscal Management. The Head will manage and control all finances within the scope and limitations of the approved budget, including managing or overseeing bookkeeping and accounting functions of the School, setting salaries, purchasing, and obtaining necessary insurance and fidelity bonds. Through the Finance Committee, the Head will provide financial status reports at each regular meeting. The Finance Committee and Head are responsible for commission an independent audit at the end of each fiscal year.

Section 8.3 Head's Salary. The Head's salary and employment benefits will be set by the Governing Board and reviewed on an annual basis.

ARTICLE IX: GENERAL

Section 9.1 Admissions. The School will admit students of any race, color, national, or ethnic origin, granting to all students all School rights, privileges, programs, and activities as are generally accorded to students of the School. The School will not discriminate on the basis of religion, or race, color, national, or ethnic origin in the administration of its educational policies, admissions policies, scholarship and financial aid programs, and athletic or other school administered programs.

Section 9.2 School Minutes and Records. The School shall keep, as permanent records, minutes of all meetings of its Board, a record of Executive Committee meetings and all acts taken by the Executive Committee, and a record of actions taken by other committees. The School shall maintain, at its principal office, these and all other records, including, but not limited to, the By-Laws, School Policies and Procedures, Annual Reports, and accounting records, in original or reproducible written form.

Section 9.3 Indemnification. The School will purchase and maintain continuous and current liability insurance to indemnify Board Members from liability for any action taken in good faith and within the scope of the authority and duties of the Board, as set forth in these By-Laws, including expenses, legal or otherwise, incurred in the defense of the Board Member.

Section 9.4 Conflict of Interest. A conflict of interest transaction is a transaction with the School in which a Board Member has a direct or indirect interest; whether the interest is financial, related to a student or School staff member, or otherwise involves a decision which may be influenced by the Board Member's self interest. When a conflict of interest occurs, the Board Member will so inform the Chair and the Board Member will be excused from deliberations or votes relating to the issue creating the conflict. The Executive Committee has the authority to waive any potential conflicts of interests, so long as the potential conflict of interest is fully disclosed to the Executive Committee, and the Executive Committee determines that the potential conflict will not adversely affect the School.

Section 9.5 Dissolution. Upon the dissolution of the School, assets shall be distributed for one or more exempt purposes, within the meaning of 501(c)(3) of the Internal Revenue Code, as revised, or shall be distributed to the Federal Government, or to a State or Local Government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the School is then located, exclusively for the purposes or to such organizations, as said Court shall determine.

ARTICLE X: AMENDMENTS

Section 10.1 General. These By-Laws may be amended, repealed, or altered in whole or in part by an affirmative vote of two-thirds (2/3) majority vote of a quorum of the Board. Such changes must be proposed, discussed, and receive a preliminary vote at one meeting, and voted on in final form at the next regular meeting, or Annual Meeting. The Secretary/Treasurer will provide the exact wording of the proposed amendment or other change to Board Members, with the notice of the meeting at which the change or amendment will be presented for vote.

Section 10.2 Amendment History. The School was chartered on August 18, 1993. The By-Laws have been amended on:

January 18, 1994
August 25, 1994
February 28, 1995
November 24, 1997
May 23, 2006

HAVING RECEIVED A TWO-THIRDS MAJORITY VOTE OF A QUORUM OF THE BOARD APPROVING THIS REVISION, AS EVIDENCED BY THE SIGNATURES BELOW, THESE BY-LAWS ARE HEREBY APPROVED AND ADOPTED AS THE BY-LAWS OF GLENFOREST SCHOOL, INC.

**MICHAEL KELLY, Chair
Governing Board**

ATTEST:

Pat Culley, Recording Secretary

DATE _____

**AT: Glenforest School, Inc.
1041 Harbor Drive
West Columbia, SC 29169**