



# CHARLESTON CHARTER School *for* Math + Science

## BYLAWS

### ARTICLE I – NAME AND OFFICES

**Section 1.1. Name of Corporation.** The name of the Corporation shall be as specified in its Articles of Incorporation, to wit: Charleston Charter School for Math and Science, Inc. (hereinafter referred to as the "Corporation").

**Section 1.2. Fictitious Name.** The Corporation may conduct business under the name: Charleston Charter School for Math and Science or CCSMS. (hereinafter referred to as the "School" or "CCSMS").

**Section 1.3. Address of Corporation.** The location and address of the registered office of the Corporation shall be 1002 King Street, Charleston, South Carolina 29403.

### ARTICLE II – NATURE OF CORPORATION

**Section 2.1. Non-Profit.** The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.

**Section 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 SCCS 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 Charleston, SC, with the mission of educating students for success in college and careers by providing an innovative learning environment that is academically excellent, developmentally responsive, and socially equitable.

**Section 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.

**Dissolution:** Pursuant to the SCCS Act and federal law, upon the dissolution of the Corporation, its assets may not inure to the benefit of any private person. Any assets attained through restricted agreements with a donor through awards, grants or gifts must be returned to the entity, if such entity is a legal non-profit entity. All other assets of the Corporation shall become the property of the school district which is the Sponsor of the charter school.

**Scope of Activity:** Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**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.

**Section 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).

**Section 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.

### **ARTICLE III – MEMBERS**

**Section 3.1. No Members.** The Corporation shall have no members. Any action which would otherwise, by law, require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise, by law, vest in the members shall vest in the Board of Directors. Nothing in this Article III shall be construed to limit the Corporation’s right to refer to persons associated with it as “members,” even though such persons are not members. The Board of Directors may also, but without establishing memberships, create an advisory council or honorary board or such other auxiliary groups as it deems appropriate to advise and support the Corporation.

### **ARTICLE IV – BOARD OF DIRECTORS, CHARTER GOVERNING BOARD**

**Section 4.1. Management.** The Charter School Board of Directors means the governing body of the Charter School and also shall be the Board of Directors of the Corporation. The business and affairs of the Corporation shall be managed by the Board of Directors (hereinafter sometimes referred to as the “Board”). The members shall act only through the duly constituted Board.

**Section 4.2. Responsibilities.** The Board’s responsibilities include, but are not limited to, the following:

- a) Review and pass a resolution for the board chair to sign a charter school contract and any amendments or related agreements with the sponsor which ensure compliance with the SC Charter Schools Act.
- b) Monitor the implementation of the charter, with the understanding, except as otherwise provided in the SC Charter Schools Act, a charter school is exempt from all provisions of law and regulations applicable to a public school, a school board, or a district, although a charter school may elect to comply with one or more of these provisions of law or regulations:
- c) Comply with all Federal and South Carolina laws that do apply to public charter schools in South Carolina;
- d) Perform any and all necessary legal acts to effectuate the purpose of the Corporation;
- e) Maintain accurate records of the business conducted at all Board meetings and ensure compliance with all related state and federal laws;
- f) Take proactive actions to ensure a positive working relationship with the Sponsoring School District;
- g) Pass a fiscally sound budget prior to the beginning of the fiscal year, ensure the school staff and any contracted services follow generally accepted accounting practices for a public charter school in South Carolina, and adhere to the same financial audits, audit procedures, and audit requirements as are applied to public schools;
- h) Approve, ratify, or authorize all necessary contracts or contracted services on behalf the School;
- i) Notify the public of scheduled meetings in accordance with state laws and be subject to the South Carolina Freedom of Information Act.
- j) Establish and maintain policies for the governance and operation of the school in accordance with national, state, and local laws governing public charter schools in South Carolina, including but not limited to adherence to the same health, safety, civil rights, and disability rights requirements as are applied to public schools operating in Charleston County School District, employment and discharge of faculty and staff, enrollment and disciplinary actions, and finances.
- k) Hire, evaluate, retain and, if necessary, remove the school leader;

- l) Empower the school leader to implement the educational program and day to day operations of the school in accordance with the charter and related state and federal laws and review and evaluate the academic achievements and operational compliance throughout the year.
- m) Implement the appeals process for teacher dismissals and student expulsions when necessary;
- a) Develop and implement strategic plans and fundraising activities for the School in collaboration with the school leader;
- n) Build and maintain a family and community partnerships;

**Section 4.3. Composition and Election; Qualifications.** Board members shall qualify under the SC Charter Schools Act and demonstrate commitment to the school's mission. The Board shall consist of nine (9) voting members. All members must be residents of the State of South Carolina. A person who has been convicted of a felony must not be elected or appointed to a board of directors of a charter school in South Carolina.

Six (6) members of the board must be elected by the employees and the parents or guardians of students enrolled in the charter school. Each employee shall have one vote. Parents or legal guardians shall have one vote for each student enrolled in the charter school pursuant to the SCCS Act; parents and legal guardians within each family will determine who will cast that vote. Each year, three seats will be up for election for a two year term. Elections shall be held by prior to the October board meeting each year and preliminary results posted by the end of the next business day. Elected members of the Board shall be elected by a plurality of the votes cast and shall be elected at-large. The seated board members at the time will certify the election results at the October meeting with new terms starting at the Annual Meeting in November. The dates and process for voting will be posted at least two (2) weeks prior to voting. The ballots will be provided electronically with paper ballots provided upon request.

Three (3) members of the board will be appointed, through recommendations from the board development committee and a vote by the current board members. In even numbered years, two seats will be appointed, and in odd numbered years, one seat will be appointed. The seated board members at the time will vote on the recommendations at the October meeting with new terms starting at the Annual Meeting in November.

At least fifty percent of the members of the board must be individuals who have a background in K-12 education or in business. Appointments will prioritize meeting this requirement. If the elected seats and appointments do not produce at least 50% of individuals with a background in K-12 education or in business the board will certify candidates from the election who meet this requirement prior to others based on the number of votes received until at least 50% meet this requirement.

**Section 4.3a Term of Office.** Board seats shall carry a term of two years and shall begin at the annual meeting of the year each Director is elected and shall expire at the annual meeting two years later. Members of a board of directors may serve a term of two years and may serve additional terms.

**Section 4.3.b Advisory Roles to the Board.**

The president or designee of the parent teacher organization or similar friends of CCSMS group shall serve in an advisory capacity to the board and may serve on committees. Teacher and staff representatives selected by their peers shall serve in an advisory capacity to the board from time to time based on their expertise and may serve on committees. There are no ex-officio members of the Board. Advisory roles are not counted in quorum requirements. Advisory roles are not permitted to vote. Advisory roles are not included in executive session unless they are invited into executive session to advise on a specific topic.

**Section 4.4. Annual and Regular Meetings.** The Annual Meeting of the Board shall be held on the at the November meeting of the board each year. Including the Annual Meeting, the Board shall meet regularly with a quorum present at least eight (8) 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 June of each year. A board of directors of a charter school shall notify its sponsor of any regular meeting of the board at least forty-eight hours prior to the date on which it is to occur.

Meetings of the Board shall be general meetings and open for the transaction of any business within the powers of the Board without special notice of such business except in any case where special notice is required by law or by the Bylaws. All meetings are open to the public.

**Section 4.5. Special and Emergency Meetings.** Special meetings of the Board shall be called at any time by the Secretary upon the written request delivered to the Secretary by electronic mail (e-mail) of either the Chairperson or three (3) Members of the Board upon twenty-four (24) hours notice posted and delivered to all members and local news media. Meetings shall be held at the place stated in the notice and shall be open to the public. Emergency meetings may be called at the discretion of the Chairperson. An emergency meeting may be held without notice, so long as there is a quorum.

**Section 4.6. 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.

**Section 4.7. Notice of Meetings.** Notices of meetings of the Board, along with an agenda, shall be posted in the School and provided to the public in accordance with the requirements of the Freedom of Information Act.

**Section 4.8. 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.

**Section 4.9. 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 voting 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.

**Section 4.10. Resignation and Removal of Members of the Board.** Any member of the Board may resign at any time during the elected year(s) of service. A member of the Board may be removed for cause from his or her position by a two thirds vote of the entire Board of Directors, assembled to meet for that purpose. Cause will be considered failure to organize, 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 South Carolina Charter Schools Act of 1996, and its amendments. Members of the Board are expected to attend at least seventy-five percent (75%) of all Board meetings and seventy-five percent (75%) of meetings of the committee or committees 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 of the Board shall be removed for conviction of a felony crime or a crime of moral turpitude.

**Section 4.11. Vacancies.** In the event any vacancy occurs on the Board, the Board shall fill the vacancy by electing a candidate from a list of three names provided by the Board Development Committee within two regular board meetings. The Board Development Committee shall provide the names of three candidates which meet the criteria of the particular Director group (i.e., parent or persons with a background in K-12 or business). 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. In the event that there can be no quorum due to vacancies on the Board, the Chairperson may appoint temporary Members of the Board who will serve until such time that an election can be held.

**Section 4.12. Compensation and Expenses.** Members of the Board shall serve without compensation but may be reimbursed for expenses incurred when acting at the request of and on behalf of the Board.

**Section 4.13. Qualifications of the Board of Directors.** Members of the Board shall qualify under all requirements of the SCCS Act. A person who has been convicted of a felony may not be elected to the Board of Directors. All members must be residents of the State of South Carolina.

## **ARTICLE V – OFFICERS**

**Section 5.1. Number of Officers.** The officers of the Corporation shall be a Chairperson ("Chair"), a Vice-Chairperson ("Vice-Chair"), a Secretary, and a 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.

**Section 5.2. Election of Officers.** The Board Chair, Vice-Chair, Secretary, and Treasurer of the Board shall be elected annually by the Board of Directors at the designated Annual Meeting of the Board. 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 the next annual meeting after his/her election or 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.

**Section 5.3. 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 – COMMITTEES**

**Section 6.1. 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.

**Section 6.2. 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.

**Section 6.2.1. Board Development Committee.** The Board Development Committee shall consist of five members. Three (3) of the committee members shall be Board Members, one from each category of Members (K-12/business experience, parent and community) and two (2) of the committee members shall be faculty or staff members of the school selected by their peers. The Board Development Committee shall be charged with reviewing candidates for board appointments and making recommendations to the board. The Board Development Committee shall ensure processes are in place for board member recruitment, elections, appointment, state required orientation, and training. The Board Development Committee shall assist with recruitment and development of volunteers for the various committees in order to maximize the potential of each committee while also developing those volunteers for possible service on the Board of Directors. The Board Development Committee would also assist the Board of Directors with its annual self-evaluation and will be responsible for coordinating the Charter School Board training required on an annual basis.

**Section 6.2.2. Disciplinary Review Committee.** The Disciplinary Review Committee shall consist of five (5) members. The committee consist of the two (2) community Board Members, the Board vice chair, one parent Board member, and one community volunteer appointed by the Board. The Disciplinary Review Committee shall be empowered to examine all facts, hear appeals, and render a decision pertaining to suspension and expulsion brought on an appeal of an Administration decision. A finding and recommendation of the Disciplinary Review Committee pertaining to any suspension and expulsion must be approved by three-fourths of the members of the Committee. The

student or the CCSMS Administration may appeal any suspension or expulsion finding and/or recommendation to the Board of Directors with the Board's decision on the issues being final and without further review.

**Section 6.2.2. School Leader Evaluation and Review Committee.** The board forms the School Leader Evaluation and Review Committee (SLERC) to evaluate the school leader. The SLERC is comprised of five (5) individuals including three (3) board members and two (2) external community members. The SLERC recommends the review process to the board to vote on prior the next cycle. The SLERC reports out to the board in executive session with the review and recommendations.

## **ARTICLE VII – INDEMNIFICATION**

**Section 7.1. General.** The Corporation shall indemnify each officer, Board member, employee and representative (“Indemnatee”) from the expenses and risks as set forth in Sections 2 and 3 of this Article if such Indemnatee 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.

**Section 7.2. 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 Indemnatee 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 Indemnatee 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 VIII – LIMITATION OF PERSONAL LIABILITY**

**Section 8.1. 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.

**Section 8.2. 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.

**Section 8.3. 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.

## **ARTICLE IX – MISCELLANEOUS PROVISIONS**

**Section 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 SCCS Act.

**Section 9.2. Execution of Contracts.** The Board 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 liable pecuniarily for any purpose or in any amount.

**Section 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.

**Section 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.

**Section 9.5. 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.

**Section 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.

**Section 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.

**Section 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 regularly scheduled Board meeting, provided that notice of any proposed amendment or change is made available to Members of the Board and to the public at least 30 days prior to the meeting at which they are voted upon. Only editorial changes to proposed amendments may be made at the

meeting. The Board will review the Bylaws at least once every three years. Any amendments to the Bylaws that are inconsistent with the SCCS 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.

**Section 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.

**Section 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 SCCS Act and if not defined therein, then shall have their plain and ordinary meaning. All references to statutory provisions shall be deemed to include corresponding sections of succeeding law.

**Section 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.