

BYLAWS
OF
South Carolina Association of Title I Administrators (SCATA)

**ARTICLE I
NAME**

The name of this corporation shall be The South Carolina Association of Title I Administrators (SCATA) (referred to herein as South Carolina Association of Title I Administrators {SCATA} or the "Corporation").

**ARTICLE II
GENERAL**

Section 1. General.

South Carolina Association of Title I Administrators (SCATA) shall be a public purpose non-profit organization (i) established and operating in accordance with the provisions of 26 U.S.C. ("Internal Revenue Code") Sections 501 (c) (3) and 509 (a) (1), (2) or (3) and the regulations thereunder, and Sections 12-7-415 and 12-7-430(h), Code of Laws of South Carolina, 1976, as amended ("South Carolina Code"); and (ii) incorporated under the South Carolina Non-Profit Corporation Act (Article 1, Chapter 31, Title 33 of the South Carolina Code). The South Carolina Association of Title I Administrators (SCATA) shall be an independent and autonomous organization.

Section 2. Any male noun or pronoun that may appear in these Bylaws shall be understood to refer to persons of either sex.

**ARTICLE III
PURPOSES**

The purposes for which South Carolina Association of Title I Administrators (SCATA) is established and shall operate are as follows:

Section 1. General.

South Carolina Association of Title I Administrators (SCATA) is organized and shall be operated exclusively for charitable, religious and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings thereof shall inure the benefit of any private shareholder or individual; no substantial part of the activities of attempting to influence legislation; and The South Carolina Association of Title I Administrators (SCATA) shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and The South Carolina Association of Title I Administrators (SCATA) shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of a candidate for public office.

Section 2. Mission Statement.

The purpose of The South Carolina Association of Title I Administrators (SCATA) shall be in keeping with the Mission Statement adopted by the Board of Directors on November 1st, 2008, as follows:

The South Carolina Association of Title I Administrators (SCATA) mission is to provide professional development opportunities to enhance the skills of Title I Coordinators, Principals and Teachers in South Carolina and to provide post-secondary Scholarship opportunities for South Carolina students.

Section 3. Specific Purposes.

The specific purposes of The South Carolina Association of Title I Administrators (SCATA) are:

- a) to promote opportunities to communicate with other educational professionals;
- b) to promote the exchange of ideas on programs and activities in the school districts of South Carolina and other states;
- c) to facilitate program improvements in South Carolina school districts;
- d) to encourage priority students from South Carolina high schools to further their post high school education; and,
- e) to engage in any other activity which is compatible with the above-stated purposes and which promotes the above-stated mission of South Carolina Association of Title I Administrators (SCATA).

**ARTICLE IV
FINANCES**

Section 1. The South Carolina Association of Title I Administrators (SCATA) shall raise funds by collection and receipt of gifts of money and property, dues, grants, contributions, donations, bequests, receipts and fees for services; provided, however, all such funds must be acceptable to the Board of Directors of The South Carolina Association of Title I Administrators (SCATA) .

Section 2. All funds collected and received by The South Carolina Association of Title I Administrators (SCATA), together with the income therefrom, shall be held, retained, managed and conserved in a fund or funds deemed necessary by the Board of Directors (revolving, endowment, administrative, capital, etc.), and used and applied within the sole discretion of the Board of Directors in accordance with the purposes described in Article III of these Bylaws.

(a) Check authorizations. Monies shall be paid out by numbered check and signed by the Treasurer or the President.

(b) Bonding of Officers. The Treasurer, President, and any other person as directed by the Board of Directors may be bonded in such amount as the Board of Directors may determine and the cost of such bond shall be paid for the Corporation.

(c) Audits. The accounts of The South Carolina Association of Title I Administrators (SCATA) shall be examined by an auditing committee or outside auditors at such intervals as authorized by and within the sole discretion of the Board of Directors; provided, however, nothing

contained herein shall require an annual outside audit of the accounts of The South Carolina Association of Title I Administrators (SCATA) unless directed by the Board of Directors.

ARTICLE V MEMBERSHIP

- a) The South Carolina Association of Title I Administrators (SCATA) shall be a membership organization within the meaning of Section 33-31-202 of the South Carolina Code.
- b) The privileges and rights of membership in The South Carolina Association of Title I Administrators (SCATA) shall be limited to the election of board of directors for the organization at the Annual Meeting, and amend the bylaws of the corporation.
- c) Membership in The South Carolina Association of Title I Administrators (SCATA) shall consist of any interested individuals, organizations, agencies or other groups who elect to pay dues or make contributions in money, kind or property as determined by and within the exclusive and sole discretion of the Directors, from time to time.
- d) Golden Circle membership shall be open to former and/or retired administrators, specialists, consultants, and other staff who have had responsibility for the administration of federal education programs provided for under the Elementary and Secondary Education Act of 1965 (ESEA) and as currently amended. Golden Circle members will have neither voting rights nor the option of holding office.
- e) Membership resides with the individual and is not transferable.

ARTICLE VI BOARD OF DIRECTORS

Section 1. General.

The Directors shall be responsible for setting policies to fulfill the purposes and to carry out the mission of The South Carolina Association of Title I Administrators (SCATA). They shall serve without compensation, although The South Carolina Association of Title I Administrators (SCATA) may reimburse Directors for expenses incidental to the conduct of business for The South Carolina Association of Title I Administrators (SCATA) as may be authorized by the Directors.

- (a) Membership/compensation. The Board of Directors (the "Board") shall consist of not less than seven (7) Directors and not more than twenty-one (21) Directors, plus the Immediate Past President of the Corporation who shall have all the privileges of a Director except the power to vote and who shall be automatically entitled to serve as an *Ex Officio* Director for an additional term of not less than one-year after his regular term as a Member expires or until such time as the previous President leaves active office and exercises his or her right to serve on the Board *ex officio* as Immediate Past President, whichever length of time is shorter. Directors should represent the State of South Carolina, hold professional degrees in education and/or demonstrate knowledge and skill in the administration of federally funded educational programming, hold membership in SCATA, and

bring to the Board a variety of points of view as both professionals and laymen interested in quality education for all South Carolina students.

(b) The South Carolina Department of Education Title I Coordinator will serve as an Ex Officio member of the Board. The State Coordinator will not have voting privileges.

(c) Election & Terms. Directors to fill seats of Board Members whose terms are expiring shall be chosen by the existing Board at a meeting each year designated by the Board as the Annual Meeting of the Corporation. The initial Board shall be divided into three (3) classes of Board Members serving terms of (one) 1, two (2), and three (3) years, respectively, and thereafter Directors shall be elected at the spring or summer meeting to serve three (3) year terms; provided, however, that to enlarge any class of Directors or to meet the special circumstances of any nominee to the Board, the Board may appoint a Director for a term of less than three (3) years. Except in the case of the Immediate Past President who shall be serving *ex officio* after his or her regular term of Director expires as aforesaid, Board Members shall be eligible for not more than two (2) full consecutive three (3) years terms, plus any lesser term as elected to enlarge a class or meet a special circumstance of a nominee as aforesaid or to fill a vacancy as provided below, but shall be eligible for reelection after being off the Board for one (1) year.

(d) Vacancies. Directors nominated to fill a vacancy for an incomplete term shall be elected at any Regular or Special Meeting of the Board.

Section 2. Powers of the Board.

The Board shall have all the powers to conduct the business of The South Carolina Association of Title I Administrators (SCATA) as conferred upon them by the Articles of Incorporation, these Bylaws, and the South Carolina Non-Profit Corporation Act. The Board shall also have the power and authority to:

(a) receive and hold by purchase, gift, devise, bequest or grant, real or personal property for purposes connected with the Corporation and/or for the benefit of The South Carolina Association of Title I Administrators (SCATA).

(b) sell, mortgage, lease or otherwise use and dispose of the property of the Corporation in such manner as the Directors shall deem most conducive to the purpose of the Corporation;

(c) upon vote of two-thirds (2/3) of the Directors in place, declare vacant the seat of any Director who absents himself from meetings of the Board of Directors to a degree that such absence, in the exclusive discretion and opinion of the Directors, is detrimental to the welfare of the Corporation;

(d) approve the annual budget, or any amendment thereof, for the Corporation;

and

(e) confer such awards or other honors as may be deemed appropriate on behalf of The South Carolina Association of Title I Administrators (SCATA), which are in accordance with the purposes of the Corporation.

Section 3. Ability to Hire Personnel.

(a) Executive Director and Other Staff. The Board may hire an Executive Director and any other additional staff as the Board, in its exclusive discretion, determines is necessary to conduct the business of the Corporation. All job descriptions of staff shall be approved by the Board. The

Board may authorize the Executive Director to hire additional staff either in the Executive Director's job description or by vote at any meeting of the Board and may also empower staff to represent the Corporation as the Board shall see fit from time to time, in the Directors' exclusive discretion.

(b) Compensation. The salaries or other compensation of all staff shall be fixed by the Board.

(c) Supervision of Staff. All staff shall be directly responsible to the executive director of The South Carolina Association of Title I Administrators (SCATA).

ARTICLE VII OFFICERS

Section 1. General.

The officers of The South Carolina Association of Title I Administrators (SCATA) shall consist of a President, Vice President, who is the President-elect, Secretary and Treasurer and such other officers as the Board may designate from time-to time. All officers must be members, in good standing, of The South Carolina Association of Title I Administrators (SCATA).

(a) Election/Removal. Officers shall be elected or removed from office by a majority vote of the Board at its Annual meeting.

(b) Terms of Office. All terms of office shall be 1 year. The terms of the officers shall begin when the officers are elected at the Annual Meeting.

(c) Vacancies. In case of a vacancy of the office of President, the Vice-President shall thereupon become President. Other vacancies shall be filled by the Board.

Section 2. Duties of the Officers.

(a) President. The President is the principle officer of the Corporation and shall preside at all meetings. The President shall appoint committees and designate their chairmen. The terms of the standing committees shall be two (2) years and shall coincide with the annual year. The President shall appoint such other committees as are required to conduct the business of the Corporation. The President shall, when directed by the Board, sign with the proper officers of the Corporation, all contracts, easements, conveyances to or from the Corporation, securities and any other obligations in the name of the Corporation. He shall do and perform such other duties as may from time to time be assigned by the Directors and shall have a general oversight over the affairs and finances of the Corporation.

(b) Vice President/President-Elect. Vice President/President-Elect shall assist the President in the discharge of his duties as the President may request. In the case of the absence or disability of the President, the duties of the office of President shall be performed by the Vice President.

(c) Secretary. The Secretary shall keep the minutes of all meetings and proceedings of the Corporation, and attend to the giving and serving of all notices for the Corporation. The Secretary shall maintain the membership roster. He shall conduct the correspondence of the Corporation. He shall attest the signatures of the proper officers of the Corporation on all contracts, securities and other obligations of the

Corporation in the name of the Corporation and shall affix the seal of the Corporation thereto when so required. He shall make all records of the corporation available to the membership at

all meetings of the corporation. In the absence of the Secretary, the duty may be so designated by the Board of Directors to be performed by another, including but not limited to the Executive Director.

(d) Treasurer. The Treasurer shall be responsible for the safekeeping of the Corporation's funds and for maintaining adequate financial records. As part of his duties, the Treasurer or his designee shall

1. collect dues and other monies and deposit them with a financial institution in the name of the Corporation;
2. render a report at the Annual Meeting and at all other meetings of the Board as requested; and,
3. perform such other duties as the Board may direct.

(e) Immediate Past President. The Immediate Past President shall serve as the corporation's representative on the National Association of Federal Education Program Administrators (NAFEPA) for a two year term and serve as the corporation's Parliamentarian.

ARTICLE VIII COMMITTEES

Section 1. Nominating.

Prior to the Annual Meeting the Board shall appoint a Nominating Committee of three (3) Board Members. The Nominating Committee will review the board makeup, terms of office, expiring terms, and make recommendations to the membership at the annual meeting.

Section 2. Finance.

The Board shall appoint a Finance Committee of three (3) to four (4) members. A majority of the Committee shall be Board Members with the option given the President to appoint non-Board members appointed for their financial experience and expertise. The Finance Committee will review the annual budget, investments proposals and other financial projects and matters and make recommendations to the Board.

Section 3. Executive.

The Executive Committee shall consist of the four elected officers and the Immediate Past President. The Executive Committee shall have the power of the full Board between regular or special meetings to hire provisionally any staff on an interim basis and to approve conditionally (i) contracts of purchase and sale of property, (ii) acceptance of gifts, (iii) investment decisions, (iv) contracts for services, grant applications, and conditions for grant awards or donations, and (v) any other

contracts or agreements which ordinarily require full Board approval. It shall be understood that any such action so taken by the Executive Committee shall be conditioned upon subsequent approval by the full Board and shall be presented to the Board at its next regular or special meeting for formal action. (a) Quorum. A majority of the Executive Committee shall constitute a quorum. (b) Meetings. Meetings shall be called by the President as needed.

Section 4. State Advisory Committee.

The Board shall have the discretion, but not the absolute requirement, to constitute and convene an advisory committee of individuals of particular interest and background in the affairs of The South Carolina Association of Title I Administrators (SCATA) (the "State Advisory Committee"). If constituted, the State Advisory Committee shall consist of such individuals as deemed appropriate by the President; provided, however, to the extent that any shall agree to serve, such persons as the South Carolina Superintendent of Education; the State Department of Education Title I State Coordinator, or their designees, shall be considered for membership on the State Advisory Committee. Board Members may also serve on the State Advisory Committee.

Section 5. Regional Representatives.

Regional Representatives will be comprised of at least one (1) representative from each of the following regional groupings:

Region 1: Berkeley, Beaufort, Charleston, Colleton, Dorchester, Hampton, and Jasper counties,

Region 2: Aiken, Allendale, Bamberg, Barnwell, Calhoun, Lexington, Orangeburg, and Richland counties,

Region 3: Abbeville, Anderson, Edgefield, Greenwood, McCormick, Oconee, Pickens, and Saluda counties,

Region 4: Cherokee, Greenville, Laurens, Newberry, Spartanburg, and Union counties,

Region 5: Chester, Chesterfield, Fairfield, Kershaw, Lancaster, and York counties;

and,

Region 6: Clarendon, Darlington, Dillon, Florence, Georgetown, Horry, Lee, Marion, Marlboro, Sumter, and Williamsburg counties.

(a) One Regional Representative will serve as chair of the Region for one (1) year. Regional Representatives may serve more than one term. Regional Representatives will be employed as Title One Administrators by their respective school districts.

(b) Regional Representatives will be elected by their respective regions in the Spring of each year. Elections may occur at a meeting called by a majority of region members prior to the Spring SCATA meeting, but no later than the regular SCATA Spring meeting. Regions may use a secret ballot process for the election of the representative, if they so choose.

(c) Each Region may elect more than one representative, but only one representative will serve on the Scholarship Committee.

(d) Should a Region elect more than one representative, a chair of that region will be designated by the region. The chair or his/her designee will serve on the Scholarship Committee.

(e) Each Region shall meet a minimum of twice annually (**once during the Fall SCATA meeting**), to conduct Regional business, facilitate the scholarship selection process, and serve as a means of communication between the Region and SCATA. Regions may elect to meet more often than that, at the discretion of the Regional Representative or if a majority of region members so desires.

(f) Regional Scholarship Committees shall be comprised of each Regional Representative or his/her designee will oversee the scholarship application process as outlined by the scholarship committee.

Section 6. Other Committees.

Other committees may be constituted and appointed by the President (membership, development, education, etc.) in the exclusive discretion of the Board.

**ARTICLE IX
MEETINGS**

Section 1. Annual Meeting of the Membership.

(a) An annual meeting of the membership, as required under the South Carolina Non-Profit Corporation Act, shall be held once a year on a date, time and place fixed by the Board (the Annual Meeting).

(b) Elections of Directors and Officers shall take place at the Annual Meeting, except the election of Directors to fill vacancies which may occur at any special or regular meeting of the Board.

(c) At the Annual Meeting, the President and the Treasurer shall report on the activities and financial condition of The South Carolina Association of Title I Administrators (SCATA) to the membership.

(d) All members shall be notified of the date, time, and place of the Annual Meeting and a description of any matter that must be approved by the members as required under the South Carolina Non-Profit Corporation Act, by written electronic mail or written notice mailed, with first class postage affixed, to the last known place of residence or business at least ten (10) days prior to the date of the Annual Meeting.

Section 2. Regular Meetings of the Board.

Regular Meetings of the Board shall held be bi-annually on a date to be determined by the Board. At least two days' written or email notice of the date, time and place of the Regular Meeting, but not its purpose, must be given to each Director.

Section 3. Special Meetings of the Board.

Special meetings of the Board, in addition to the quarterly Regular Meetings, may be called by the President or at the written request of three (3) Directors. Within two (2) days of the receipt of such petition, the President shall give at two (2) days' email or written notice of the time, place and date of the special meeting of the Board of Directors to be held within two (2) weeks after the receipt of such petition. No business except that mentioned in the call shall be transacted at this meeting.

Section 4. Quorum, Proxy Voting & Parliamentary Procedure.

One third of the Board Members then in place shall constitute a quorum for the conduct of business at any Regular, Special or Annual Meeting of the Board Members. There shall be no absentee ballot or proxy cast at any meeting. The rules contained in Robert's Rules of Order Revised shall govern the Corporation in the conduct of all meetings.

**ARTICLE X
MEMBERSHIP DUES**

Annual dues for membership shall be set by the Board. Dues are payable annually and shall be due one year from the receipt of the previous year's membership.

**ARTICLE XI
INDEMNIFICATION**

In addition to any right of indemnification allowed to each Director, Officer or employee of the Corporation, but subject to the limitations, set forth in the South Carolina Non-Profit Corporation Act, each person now or hereafter a Director, Officer, administrator or employee of the Corporation (and his respective heirs, executors and administrators) shall be indemnified by the Corporation against all costs and expenses including all attorney's fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a part by reason of his being or having been a Director, Officer, administrator or employee of the Corporation, except in relation to matters as to which he shall have been financially adjudged in such action, suits or proceedings to be liable for negligence or misconduct in the performance of his duties as such Director, Officer, administrator or employee. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any other bylaw, agreement or otherwise.

**ARTICLE XII
AMENDMENTS**

The Bylaws may be amended at any meeting of the membership by a majority vote of those present, provided copies of the proposed amendment or amendments have been mailed, with first class postage affixed, to all members at least ten (10) days before the meeting. The Bylaws may be amended at other times by ballot, provided copies of the proposed amendment or amendments have been mailed to all members at least three (3) weeks before the date by which they are to be returned.

**ARTICLE XIII
DISSOLUTION**

The South Carolina Association of Title I Administrators (SCATA) may be dissolved and its business and affairs terminated upon a vote of a two-thirds (2/3rds) majority of its members at a Special Meeting of which at least ten (10) days' written notice mailed to each member, with first class postage affixed, shall be given. Such notice shall state the date, time, place and the purpose of the meeting. A certificate stating such facts shall be filed with the Secretary of State. Upon the dissolution of The South Carolina Association of Title I Administrators (SCATA) and after all its debts and expenses have been paid, all its assets which may be legally so distributed in conformity with these Bylaws and for the purposes set forth in Article III, supra. All remaining assets of The South Carolina Association of Title I Administrators (SCATA) shall be conveyed or distributed to one or more organizations as may be designated by the Board of Directors of The South Carolina Association of Title I Administrators (SCATA), so long as such organization

at the time of such conveyance or distribution qualifies as an organization described in Sections 501(c)(3) and 170(c) (2) of the Internal Revenue Code or any corresponding provision of any future Federal tax code.