

**BYLAWS
OF
BELTON PREPARATORY ACADEMY, INC.
A South Carolina Nonprofit Public Benefit Corporation**

Effective as of January 25, 2017

ARTICLE I

PURPOSES

Section 1.01. Name and Objectives. The name of the corporation shall be as specified in the Articles of Incorporation, to wit: Belton Preparatory Academy, Inc. (the "Corporation"), and it shall have the primary objective of providing educational services to the citizens of South Carolina. The Corporation shall do all things necessary or convenient, and not inconsistent with law, to further this objective. The Corporation may conduct business under the name: Belton Preparatory Academy.

Section 1.02. Purpose. The purposes for which the corporation is organized are exclusively educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future law, including, for such purposes, 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 ("the Act"), and as set forth in the Articles of Incorporation.

Section 1.03 Limitations. The Corporation is not organized to, and shall not be operated for, pecuniary gain or profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, and the Corporation shall not otherwise attempt to influence legislation. The Corporation shall not participate in, or intervene in, political campaigns on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax law.

The Corporation is intended to be a public charity under the Code for federal tax purposes; provided however, if and to the extent that the Corporation shall at any time be a private foundation under the Code for federal tax purposes, (i) the Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax under § 4942 of the Code, or the corresponding section of any future federal tax law; (ii) the Corporation shall not engage in any act of self-dealing as defined in § 4941(d) of the Code, or the corresponding section of any future federal tax law; (iii) the Corporation shall not retain any excess business holdings as defined in § 4943(c) of the Code, or the corresponding section of any future federal tax law; and (iv) the Corporation shall not make any taxable expenditures as defined in either § 4944 or § 4945(d) of the Code, or the corresponding sections of any future federal tax law.

Section 1.04 Dissolution. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or the corresponding

section of any future federal tax law, 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 Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 1.05 Non-Discrimination. The Corporation shall be non-sectarian, non-religious, non-discriminatory hiring staff and accepting 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).

Section 1.06 Enrollment. Subject to total enrollment limitations, enrollment in the School shall be open to any child in accordance with the Act and applicable case law.

Section 1.07 Family Education and Privacy Act. The Corporation and School shall abide by the Family Education Rights and Privacy Act by respecting the purpose of the privacy regulations, which specifically include:

- (a) assuring consumer control over student information,
- (b) setting boundaries on the use and disclosure of student records, and,
- (c) establishing appropriate safeguards to protect privacy of student information.

ARTICLE II

OFFICES AND REGISTERED AGENT

Section 2.01. Principal Office. The Corporation shall maintain its Principal Office as required by the South Carolina Nonprofit Corporation Act of 1994, as amended (the "Nonprofit Act"), in the State of South Carolina, or such other place as designated from time to time by the Board of Directors ("Board") for the principal executive offices of the Corporation (the "Principal Office"). The Corporation's initial Principal Office shall be 908 N. Main Street, Anderson, SC 29621.

Section 2.02. Registered Office. The Corporation shall maintain a Registered Office as required by the Act at a location in the State of South Carolina designated by the Board from time to time (the "Registered Office"). In the absence of contrary designation by the Board, the Registered Office of the Corporation shall be located at its Principal Office. The Corporation's initial Registered Office shall be 908 N. Main Street, Anderson, SC 29621.

Section 2.03. Other Offices. The Corporation may have such other offices within and without the State of South Carolina as the business of the Corporation may require from time to time. The authority to establish or close such other offices may be delegated by the Board to one or more of the Corporation's Officers.

Section 2.04. Registered Agent. The Corporation shall maintain a Registered Agent as required by the Act (the "Registered Agent") who shall have a business office at the Corporation's Registered Office. The Registered Agent shall be designated by the Board from time to time to serve at

its pleasure. In the absence of such designation, the Registered Agent shall be the Corporation's Secretary. The Corporation's initial Registered Agent shall be Christopher S. Cauley, CPA, of Cox, Cauley & Richardson, LLC.

Section 2.05. Filings. In the absence of directions from the Board to the contrary, the Secretary of the Corporation shall cause the Corporation to maintain currently all filings in respect of the Principal Office, Registered Office and Registered Agent with all governmental officials as required by the Act or otherwise by law.

ARTICLE III

MEMBERS

Section 3.01. Charter School Committee Members. Members of the Corporation shall consist of all parents of students or guardians of students enrolled in the School and all School employees ("Members").

Section 3.02. Annual Meetings. The initial annual meeting of the Members shall take place on October 15, 2017. Subsequent annual meetings shall take place on the same date, unless otherwise directed by the Board.

ARTICLE IV

DIRECTORS

Section 4.01. Authority. The Board shall have ultimate authority over the conduct and management of the operations and affairs of the Corporation and the School. The Members shall only act through the Board.

Section 4.02. Qualification. All Directors shall be natural persons. No person who has been convicted of a felony may serve on the Board. No employee of the School is eligible to serve as a Director.

Section 4.03. Number. The number of Directors shall be no fewer than *seven (7)* nor more than *twelve (12)*. The number of Directors may be increased or decreased within such range by action of the Board from time to time and as required by the Nonprofit Act or other applicable law. However, no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Initially, the number of Directors shall be *seven (7)*.

Section 4.04. Election and Tenure. The initial election of Directors shall be as follows. First, written nominations shall be taken through the close of business on September 30, 2018. Second, written ballots shall be distributed by US Mail or other reasonable means by October 30, 2018, and shall contain a self-addressed, stamped return envelope. Parents or guardians shall receive one ballot for each student enrolled in the school. All other non-parent, non-guardian Members shall receive one ballot. Ballots shall be returned by November 15, 2018, to be counted. Any return envelope containing ballots bearing a postmark of November 15, 2018, or earlier shall be counted. Third, the election shall be at large and the four (4) eligible nominees receiving the most ballots shall be Directors. Fourth, in the event of a tie, the Board may appoint an interim Director to serve until a special election can be held. Special elections

shall be held under the same terms as the initial election and on a date set in the discretion of the Board. Lastly, the elected Directors shall then appoint the remaining three (3) Directors at the first Board organizational meeting. The Board shall appoint one Director with professional experience in legal matters, one Director with business experience, and one Director with professional accounting experience.

Thereafter, four (4) Directors shall be elected by the Members then eligible for a ballot under the same terms as the initial election, with the three (3) appointed Directors replaced under the same conditions as above as regards experience in law, business, and accounting. The term of office for Directors shall be a period of two (2) years, with each vacancy filled for the remainder of the unexpired term.

Section 4.05. Resignation of Directors. A Director may resign at any time by delivering written notice to the Board, its presiding officer, the President or the Secretary. A resignation is effective when the notice is given in accordance with Section 4.10 hereof, unless the notice specifies a later date. If the resignation is made effective at a later date, the vacancy may be filled in accordance with Section 4.07 before the effective date if the Board provides that the successor does not take office until the effective date.

Section 4.06. Removal. An elected Director may be removed with or without cause by a two-thirds vote of the Directors then in office, excluding the Director whose removal is sought, by delivering written notice of the removal to both the Director and one of the following: the presiding officer of the Board of Directors, the President, or the Secretary. Removal of a Director is subject to the special notice provisions in Section 4.11.

Section 4.07. Vacancies. Any vacancy held by an elected Director shall be filled by special election held in accordance with Section 4.04. Any vacancy held by an appointed Director shall be filled at the next regular Board meeting, or at some later date in the discretion of the Board. In no event shall an appointed Director vacancy continue past the fourth regular Board meeting.

Section 4.08. Annual and Regular Meetings. An annual meeting of the Board of Directors shall be called and held for the purpose of annual organization, changes in the established number of Directors, if any, appointment of Officers and committees, and transaction of any other business. The annual meeting of the Board of Directors shall be held on the first Tuesday of each September in which the School is in operation, or as the Board may direct in its discretion. Thereafter, the Board shall meet on the second Monday of each month at 7:00 p.m. The Board of Directors may by resolution provide for the holding of additional regular meetings without notice other than such resolution; provided however, the resolution shall fix the dates, times, and places (which may be anywhere within or without the State of South Carolina) for these regular meetings and comply with any applicable laws, specifically, but not limited to, those governing state entities related to open government. The Board shall provide for monthly meetings at least twelve (12) times a year. Except as otherwise provided by law, meetings of the Board shall be general meetings and any business may be transacted at any annual or regular meeting of the Board without special notice of such business, except as may be required by law or these By-laws.

Section 4.09. Special Meetings. Special meetings of the Board may be called for any lawful purpose or purposes by the Secretary upon the written request of the President, or at least three (3) of the Directors then in office. The Secretary shall give, or cause to be given, to each Director at his business address, notice of the date, time and place of the meeting by any means of communication acceptable under the Act not fewer than two (2) days prior thereto, or as otherwise required by law. An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner. The notice of the special meeting shall describe the purpose of such special

meeting and be in accordance with any and all applicable laws, specifically those governing state entities related to open government. Any time or place fixed for a special meeting must permit participation in the meeting by means of telecommunications as authorized below.

Section 4.10. Notice. Notices of meetings of the Board shall be posted in the School and provided to the public in accordance with the requirements of the South Carolina Freedom of Information Act ("FOIA").

Written notice, if in comprehensible form, is effective at the earliest of the following:

- A. When received;
- B. Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed;
- C. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- D. Two (2) days after deposit with a reputable national express courier service, if sent prepaid for "next day" or equivalent delivery, and delivery is confirmed by such courier service; or
- E. Two (2) days after it has been sent by email to an email address furnished by the recipient, if the recipient replies to such email confirming receipt of the notice, so long as such notice is also simultaneously mailed pursuant to Section 4.10B above.

Written notice is correctly addressed to a Director if addressed to any of the Director's physical or electronic addresses shown in the Corporation's current records. If notice is given by telecopier facsimile transmission, the notice shall be deemed delivered when the facsimile of the notice is transmitted to a telecopier facsimile receipt number designated by the receiving Director, if any, so long as such Director transmits to the sender an acknowledgment of receipt. If notice is given by electronic mail, the notice shall be deemed delivered when the electronic mail is transmitted to the Director's electronic mail address shown in the Corporation's current records.

Section 4.11. Actions Requiring Special Notice. Meetings at which the following actions are to be considered shall require not fewer than seven (7) days prior effective written notice: (i) removal of a Director; (ii) a transaction involving a Director conflict of interest; (iii) indemnification of officers, employees and agents; (iv) amendment of the Articles of Incorporation; (v) amendment of these Bylaws; (vi) merger; (vii) sale of all or substantially all assets other than in the ordinary course of business; and (viii) dissolution.

Section 4.12. Waiver of Notice of Meetings. Notice of a meeting need not be given to any Director who signs a waiver of notice either before or after the meeting. To be effective the waiver shall contain recitals sufficient to identify beyond reasonable doubt the meeting to which it applies. The recitals may, but need not necessarily, include reference to the date and purpose of the meeting and the business transacted thereat. Recital of the proper date of a meeting shall be conclusive identification of the meeting to which a waiver of notice applies unless the waiver contains additional recitals creating a patent ambiguity as to its proper application. The attendance of a Director at a Director's meeting shall constitute a waiver of notice of that meeting, except where the Director upon arriving at the meeting or

prior to the vote on a matter not noticed in conformity with the Act, these Bylaws, or the Articles, objects to lack of notice and does not thereafter vote or assent to the objected action.

Section 4.13. Participation by Telecommunications. Any Director may participate in, and be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

Section 4.14. Quorum. Greater than one half of the Directors in office immediately before the meeting shall constitute a quorum for the transaction of business at any meeting of the Board; however, if there are only four (4) Directors in office immediately before the meeting, then all of the Directors in office immediately before the meeting shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum shall not be present at any meeting of the Board, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. Any action by the Board to adopt or amend a bylaw that changes the quorum or voting requirement for the Board must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

Section 4.15. Action. The Board shall take action pursuant to resolutions adopted by the affirmative vote of a majority of the Directors participating in a meeting at which a quorum is present, or the affirmative vote of a greater number of Directors where required by the Articles, these Bylaws, the Act, or otherwise by law.

Section 4.16. Action Without Meeting. To the fullest extent permitted by the Act and all other applicable law, the Board of Directors may take action pursuant to resolutions without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act. Unless otherwise permitted by the Act, such written consent must be signed by all Directors. Such written consent shall be included in the minutes filed with the corporate records reflecting the action taken.

Section 4.17. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (i) such Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting, (ii) the Director votes against the action and the vote is entered in the minutes of the meeting, (iii) the Director's dissent or abstention for the action taken is entered in the minutes of the meeting, or (iv) the Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of such action.

Section 4.18. Committees. The Board may from time to time by resolution, adopted in accordance with the Bylaws and the Act, designate and delegate authority to one or more committees, with such functions, powers, and duties as the Board deems necessary or appropriate. The Board shall maintain the following standing committees with the duties specified below.

(a) **Finance Committee.** This Committee shall supervise and review the overall financial health of the Corporation and investigate and pursue the yearly funding for the Corporation, including additional funding for the Corporation to include awards, grants or gifts. The Finance Committee shall contract for the annual audit of the Corporation as required by law.

(b) Long Range Planning Committee. This Committee shall set long term goals and objectives for the Corporation and School. This Committee shall review the progress of the Corporation and recommend plans for the future and report at the annual meeting.

(c) Nominating Committee. This Committee shall consist of four (4) Members or Directors of the Corporation, appointed by the President with the approval of the Board. This Committee shall proposed the slate of Board nominations in a ballot form at least seven (7) days prior to the date of mailing.

(d) Personnel Committee. This Committee shall oversee the development and revision of personnel policies and grievance procedures for approval of the Board, as well as the guidelines for the performance review of the administrator. This Committee shall be responsible for reviewing job descriptions, vacation and leave policies, establishing salary structure, annually reviewing staff salaries with the administrator or director of the School, and reviewing benefits packages. At the discretion of the President, this Committee may hear written grievances that have gone through the grievance channels and make recommendations to the Board for action.

(e) Education Committee. This Committee shall work with the administrator or director to ensure that the curriculum of the School is meeting the School's stated mission. This Committee shall review any major curriculum changes and make recommendations to the Board.

(f) Volunteer. This Committee shall encourage, collect, and coordinate the volunteer activities for the School.

Any such committee may be designated as a standing committee appointed annually or as a special committee for specific circumstances or transactions with a limited duration. Each committee which exercises the authority of the Board shall be composed of at least two Directors who shall serve at the pleasure of the Board. Members, non-members and Directors may serve as members of such committees as well as standing committees. The duties, constitution, and procedures of any committee shall be prescribed by the Board. The Board shall designate one member of each committee as its chairman. A committee may not authorize distributions; approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all the Corporation's assets; decrease the number of Directors or fill vacancies on any committee; or adopt, repeal, or amend the Articles or these Bylaws.

Section 4.19. Committee Meetings. A majority of each committee's voting members shall constitute a quorum for the transaction of business by the committee, and each committee shall take action pursuant to resolutions adopted by a majority of the committee's voting members participating in a meeting at which a quorum of the committee is present. Each committee may also take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act for Director action. Unless otherwise permitted by the Act for Director action, such written consent must be signed by all of the committee's voting members. Special meetings of any committee may be called at any time by any Director who is a member of the committee or by any person entitled to call a special meeting of the full Board. Except as otherwise provided in this section, the conduct of all meetings of any committee, including notice thereof, and the taking of any action by such committee, shall be governed by this Article.

Section 4.20. Compensation. Directors shall not receive compensation for serving as a member of the Corporation's Board, except that the Board may by resolution authorize the payment or reimbursement of all expenses of each Director related to the Director's attendance at meetings or other service to the Corporation.

Section 4.21. Order of Business. Unless otherwise determined by the chairman of the meeting, the order of business at the annual meeting, and so far as practicable at all other meetings of the Board, shall be as follows:

1. Determination of a quorum
2. Reading and disposal of all unapproved minutes
3. Reports of Officers and committees, if applicable
4. Reports on the Corporation's activities and financial condition
5. Change in established number of Directors, if applicable
6. Appointment of Officers and committees, if applicable
7. Unfinished business, if applicable
8. New business
9. Adjournment

Unless, and to the extent, determined by the Board or the chairman of the meeting, or unless required by a specific rule to the contrary in these Bylaws, the Articles, or the Act, meetings of the Board shall not be required to be held in strict accordance with rules of parliamentary procedure.

Section 4.22 Place and Time of Meetings. All meetings of the Board shall be held at such place or places within or without the State of South Carolina and at such times as shall be specified in the specific notices of such meetings.

Section 4.23 Open Meetings and Administrative Records. All official actions and all deliberations undertaken by a quorum of the Board shall take place in accordance with FOIA.

ARTICLE V

OFFICERS

Section 5.01. In General. The Officers of the Corporation shall consist of a President and a Secretary, and may include also one or more Vice Presidents, a Treasurer, and such assistant officers as designated by the Board. One or more Officer positions may be filled by the same individual. The Officers shall also include such additional officers and agents as the Board deems advisable from time to time, including a "Chairman of the Board," who shall be the President, and/or a "Chief Operating Officer", who may or may not also be a Vice President. Except as may otherwise be provided by the Act or in the Articles, any Officer may be removed by the Board at any time, with or without cause. Any vacancy, however occurring, in any office may be filled for the unexpired term. One person may hold two or more offices. Each Officer shall exercise the authority and perform the duties as may be set forth in these Bylaws and any additional authority and duties as the Board of Directors shall determine from time to time.

Section 5.02. President. The President shall be the chief executive officer of the Corporation and, subject to the authority of the Board, shall manage the business and affairs of the Corporation. Unless otherwise determined by the Board, the President may also be referred to as the "Chairman of the Board", or the Board may separate such offices and designate separate duties and authority for each such officer. The President shall whenever possible preside at all meetings of the Board. The President shall see that the resolutions of the Board of Directors and authorized committees thereof are put into effect. Except as otherwise provided herein and as may be specifically limited by resolution of the Board or an authorized committee thereof, the President shall have full authority to execute on the Corporation's behalf any and all contracts, agreements, notes, bonds, deeds, mortgages, certificates, instruments, and

other documents. The President shall appoint all committee chairs and serve as an ex-officio member of each committee, except the Nominating Committee of which he is a voting member. The President shall present a report of the Corporation for the preceeding year at the annual meeting of Members. The President shall also perform such other duties and may exercise such other powers as are incident to the office of president and as are from time to time assigned to him or her by the Act, these Bylaws, the Board of Directors, or an authorized committee thereof.

Section 5.03. Chief Operating Officer/Vice President. Except as provided by these Bylaws or determined by the Board of Directors, the Vice President shall serve under the direction of the President. Unless otherwise determined by the Board of Directors, the Vice President may also be referred to as the "Chief Operating Officer", or the Board may separate such officers and designate separate duties and authority for each such officer. Except as otherwise provided herein, the Vice President shall perform such duties and may exercise such powers as are incident to the office of vice president and as are from time to time assigned to him by the Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the President. In the absence, incapacity, inability, or refusal of the President to act, the Vice President shall assume the authority and perform the duties of the President. The Board of Directors may appoint more than one Vice President. If the Board of Directors appoints more than one Vice President, the Board shall designate no more than one Vice President as the "Chief Operating Officer", and otherwise the seniority of the Vice Presidents shall be determined from their dates of appointment unless the Board of Directors shall otherwise specify. Designation of a "Senior" Vice President by the Board of Directors shall be an indication of seniority. The Vice President shall serve as the Parliamentarian at all Board meetings.

Section 5.04. Secretary. Except as otherwise provided by these Bylaws or determined by the Board of Directors, the Secretary shall serve under the direction of the President. The Secretary shall whenever possible attend all meetings of the Board, and whenever the Secretary cannot attend such meetings, such duty shall be delegated by the presiding officer for such meeting to a duly authorized assistant secretary. The Secretary shall record or cause to be recorded under the Secretary's general supervision the proceedings of all such meetings and any other actions taken by the Board (or by any committee of the Board in place of the Board) in a book or books (or similar collection) to be kept for such purpose. The Secretary shall upon proper request give, or cause to be given, all notices in connection with such meetings. The Secretary shall keep in the Corporation's records a list of committee chairs and committee members. The Secretary shall also maintain the current contact information for all Directors and shall distribute same to each Director as needed or requested. The Secretary shall be the custodian of the Corporate seal and affix the seal to any document requiring it, and to attest thereto by signature. The Secretary may delegate the Secretary's authority to affix the Corporation's seal and attest thereto by signature to any Assistant Secretary. The Board of Directors may give general authority to any other officer or specified agent to affix the Corporation's seal and to attest thereto by signature. Unless otherwise required by law, the affixing of the Corporation's seal shall not be required to bind the Corporation under any documents duly executed by the Corporation and the use of the seal shall be precatory in the discretion of the Corporation's duly authorized signing officers. The Secretary shall properly keep and file, or cause to be properly kept and filed under the Secretary's supervision, all books, reports, statements, notices, waivers, tabulations, minutes, certificates, documents, records, lists, and instruments required by the Nonprofit Act or these Bylaws to be kept or filed, as the case may be. The Secretary may when requested, and shall when required, authenticate any records of the Corporation. Except to the extent otherwise required by the Nonprofit Act, the Secretary may maintain, or cause to be maintained, such items within or without the State of South Carolina at any reasonable place. The Secretary shall perform such other duties and may exercise such other powers as are incident to the office of secretary and as are from time to time assigned to such office by the Nonprofit Act, these Bylaws, the Board, an authorized committee thereof, or the President.

Section 5.05. Treasurer. Except as otherwise provided by these Bylaws or determined by the Board of Directors, the Treasurer shall serve under the direction of the President. The Treasurer shall, under the direction of the President, oversee the receipt of all monies due and donations to the Corporation and School and the deposit of these into the bank accounts established by the Board; supervise the payment of all purchases of goods or services for the operations of the School and Corporation; transfer or oversee the transfer, from time to time, amounts to and from the Corporation's accounts, and a reserve fund, when established; deposit funds, as available, to the credit of the Corporation with such firms as the Board may direct; invest the reserve fund in interest-bearing obligations of a bank or United States Treasury, or other investments as may be directed by the Board; establish and maintain checking accounts as directed by the Board; keep safe custody of the Corporation's funds and securities, maintain and give complete and accurate books, records, and statements of account, give and receive receipts for moneys, and make deposits of the Corporation's funds, or cause the same to be done under the Treasurer's supervision. The Treasurer shall upon request, but no less than monthly, report to the Board on the financial condition of the Corporation. The Treasurer may be required by the Board at any time and from time to time to give such bond as the Board may determine. The Treasurer shall submit an annual budget for the Corporation to the Board. The Treasurer shall supervise any grant application by the Corporation. The Treasurer shall oversee the preparation of the Corporation's tax filings. The Treasurer shall perform such other duties and may exercise such other powers as are incident to the office of treasurer and as are from time to time assigned to such office by the Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the President.

ARTICLE VI

INDEMNIFICATION

Section 6.01. Scope. The Corporation shall indemnify, defend and hold harmless the Corporation's Officers and Directors to the fullest extent permitted by, and in accordance with the provisions of the Act. This plan of indemnification shall constitute a binding agreement of the Corporation for the benefit of the Officers and Directors as consideration for their services to the Corporation, and may be modified or terminated by the Board only prospectively. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, insurance, provision of law, or otherwise, as well as their rights under this Article VI.

Section 6.02. Indemnification Plan. The Board may from time to time adopt an Indemnification Plan implementing the rights granted in Section 6.01. This Indemnification Plan shall set forth in detail the mechanics of how the indemnification rights granted in Section 6.01 shall be exercised; provided that the Indemnification Plan shall include that the Directors shall not be indemnified until twenty (20) days after the effective date of written notice is given to the South Carolina Attorney General, as set forth in Section 33-31-855(d) of the Nonprofit Act.

Section 6.03. Insurance. The Board may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, regardless of whether the Corporation would have the power to indemnify such person.

ARTICLE VII
TRANSACTIONS

Section 7.01. Contracts. The Board may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, 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 7.02. Loans. The Board of Directors may authorize any Officer or Officers, or agent or agents, to contract any indebtedness and grant evidence of indebtedness and collateral therefor in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.03. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President, or by any combination of two (2) of the following persons: (1) the Treasurer or an Assistant Treasurer; (2) a Vice President; (3) the Secretary or an Assistant Secretary; or (4) a Director designated by the Board.

Section 7.04. Deposits. All funds of the Corporation 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 select. All financial accounts in any financial institution shall be held in the name of the Corporation with authority in those authorized officers as designated by the Board and the Treasurer.

Section 7.05. Contributions and Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII
RECORDS

Section 8.01. Forms of Records. When consistent with good business practices, any records of the Corporation may be maintained in electronic or other than written form if such other form is capable of reasonable preservation and conversion into written form within a reasonable time.

Section 8.02. Corporate Records. The Corporation shall keep as permanent written records a copy of the minutes of all meetings of the Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board. The Corporation shall maintain appropriate accounting records. As indicated above, the Corporation shall keep a copy of the following records at its Principal Office:

- A. its articles or restated articles of incorporation and all amendments thereto currently in effect;
- B. its bylaws or restated bylaws and all amendments thereto currently in effect;

- C. a list of the names and business or home address of its current Directors and Officers; and
- D. the Corporation's most recent report of each type required to be filed by the Corporation with the South Carolina Secretary of State and the Internal Revenue Service.

ARTICLE IX

MISCELLANEOUS

Section 9.01. Fiscal Year and Audit. The fiscal year of the Corporation shall end on December 31. The fiscal year may be altered by resolution of the Board from time to time as the Board deems advisable. 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.

Section 9.02. Seal. The seal of the Corporation shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, State of South Carolina."

Section 9.03. Amendments to Bylaws. Subject to the Act and the Articles, these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors then in office; provided however, that the notice of such meeting at which the Bylaws are to be altered, amended, or repealed and new Bylaws may be adopted shall be given in accordance with Section 4.10 and Section 4.11 hereof and that such notice shall state that the purpose or one of the purposes of the meeting is to consider an amendment to the Bylaws and shall be accompanied by a copy or summary of the proposed change or state the general nature of the change.

Section 9.04. Amendments to Articles. Subject to the Act, the Articles may be altered, amended or restated by a majority vote of the Board taken with the Directors then in office; provided however, that the notice of such meeting at which the Articles are to be altered, amended or restated shall be given in accordance with Section 4.10 and Section 4.11 hereof and that such notice shall state that the purpose or one of the purposes of the meeting is to consider an amendment to the Articles and shall be accompanied by a copy or summary of the proposed change or state the general nature of the change.


Section 9.05. 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 9.06. 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 Nonprofit Act. All references to statutory provisions shall be deemed to include corresponding sections of succeeding law.

Section 9.07. Conflict Between Bylaws, Articles and the Nonprofit Act. The Articles and the Nonprofit Act (as either may be amended from time to time) are incorporated herein by reference. Any conflict between the terms of these Bylaws, the Articles, or the Non-Profit Act shall be resolved in the following order: (1) the Nonprofit Act (except to the extent the Nonprofit Act permits the Articles or Bylaws to modify the provisions of the Nonprofit Act); (2) the Articles; and (3) these Bylaws. In event shall any operations pursuant to the foregoing governance requirements be executed in such a manner as to contravene the Act.

The undersigned hereby certifies the foregoing to be the true and complete Bylaws of the Corporation as adopted by the Incorporator to be effective as of January 25, 2017.



NAME OF INCORPORATOR – [Sole] Incorporator
Date of Signature: Jan. 25, 2017