

**AMENDED
BYLAWS OF
BERKELEY CHARTER EDUCATION ASSOCIATION, INC.**

ARTICLE 1 - NAME

The name of the corporation shall be Berkeley Charter Education Association, Inc. (the “Corporation”).

ARTICLE 2 - PURPOSES

The purposes for which the Corporation is organized are:

(A) To operate a public charter school in the State of South Carolina pursuant to S.C. Code Ann. § 59-40-10 *et seq.*;

(B) To provide a K-8 education that places each student on the path to academic proficiency and college readiness; and

(C) To operate exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future U.S. Internal Revenue laws (the “Code”), provided the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(e)(3) of the Code.

ARTICLE 3 - OFFICES

1. Principal Office. The principal office of the Corporation shall be located at 7750 Henry E. Brown Blvd. Goose Creek, SC 29401.

2. Registered Office. The registered office of the Corporation may be the same as the principal office of the Corporation; provided, however, the Corporation’s registered office shall be located in the State of South Carolina, and shall be the business office of the registered agent.

3. Other Offices. The Corporation may have offices at such other places within the State of South Carolina as the Corporation’s Board of Directors (the “Board”) may determine from time to time.

ARTICLE 4 - BOARD OF DIRECTORS

1. General Powers. The business, property, and affairs of the Corporation shall be managed under the direction of the Board in accordance with the provisions of the Corporation’s Articles of Incorporation (the “Articles”), these Bylaws (the “Bylaws”), and applicable law.

2. Number and Election. The number of Directors on the Board (the “Directors”) shall not be less than seven (7) or more than nine (9). At any annual meeting, the Directors may fix the number of Directors to be elected at the meeting by resolution. In the absence of such a

resolution, the number of Directors elected at the meeting, plus the number of Directors continuing in office, shall constitute the number of Directors of the Corporation until the next annual meeting, unless the number is changed by action of the Board. Except as otherwise required by S.C. Code Ann. § 59-40-50(9) (see “4. Qualifications.” below), Directors shall be elected at any annual or special meeting of the Board by a vote of a majority of the Directors then in office. The election of Directors shall be a part of the order of business of each annual meeting of the Board.

3. Terms. The initial Directors shall be divided into two (2) classes, as nearly equal in number as possible, to serve in the first instance for terms of one (1) and two (2) years, respectively, and until their successors shall be elected and shall qualify. Thereafter, the successors in each class of Directors shall be elected to serve for terms of two (2) years and until their successors shall be elected and shall qualify. In the event of any increase or decrease in the number of Directors, the additional or eliminated directorships shall be classified such that all classes of Directors remain or become equal in number, or as nearly equal in number as possible. In the event of the death, resignation, retirement, removal, or disqualification of a Director during the elected term of office, the Director’s successor shall be elected to serve only until the expiration of the term of the predecessor. Directors may be reelected with a limit of three (3) terms (excluding the initial term of the initial Directors). (DELETING THIS SENTENCE)

4. Qualifications. A Director shall be willing and able to make decisions as a member of the Board in the best interests of the Corporation and shall submit on an annual basis a conflict of interest disclosure as prescribed by the Board. A Director shall also be at least 21 years of age, be a resident of the State of South Carolina, and hold at least a high school diploma or its equivalent.

In accordance with S.C. Code Ann. § 59-40-50(9): Fifty percent (50%) of the members of the Board must be individuals who have a background in K-12 education or in business, and at least fifty percent (50%) of the members of the Board must be elected by the employees and the parents or guardians of students enrolled in the charter school. Parents or guardians shall have one vote for each student enrolled in the charter school. All members of the Board must be residents of the State of South Carolina. A person who has been convicted of a felony must not be elected to the Board. If the Board consists of an odd number of members, the extra member must be an individual who has a background in K-12 education or in business.

5. Excluded Persons. The following persons shall not be eligible to serve on the Board: (i) employees of the charter school operated by the Board; or (ii) any director, officer, or employee of a service provider or management company who contracts with the Corporation.

6. Removal. A Director may be removed by the Board with or without cause by a resolution duly adopted by a majority of the Directors then in office.

7. Resignation. A Director may resign at any time by providing written notice to the President of the Corporation, or if the President is resigning or the Presidency is vacant, then to the next highest-ranking officer of the Corporation (an “Officer”), The resignation shall be effective when communicated, unless the notice specifies a later effective date or subsequent event upon which it will become effective.

8. Vacancies. A vacancy on the Board shall be filled as provided in Section 2 of this Article.

9. Compensation. All Directors shall serve as volunteers without compensation. By resolution of the Board, Directors may be reimbursed for their reasonable expenses incident to their duties in accordance with applicable law.

10. Compliance With FOIA. The Corporation and the Board will comply with the Freedom of Information Act.

ARTICLE 5 - MEETINGS OF DIRECTORS

1. Annual Meeting. The annual meeting of the Board shall be held in the month of May of each year for the purpose of electing Directors and Officers and transacting such other business as may be properly brought before the Board. If the annual meeting is not held as designated by these Bylaws, a substitute annual meeting may be called by or at the request of any two Directors and such meeting shall be designated and treated for all purposes as the annual meeting.

2. Regular Meeting. The Board shall set a schedule of the time and place for the holding of regular meetings, which shall occur at least once each month.

3. Special Meeting. Special meetings of the Board may be called by or at the request of any two Directors.

4. Open Meetings; Notice to Sponsor. Pursuant to S.C. Code Ann. § 30-4-80(A), Board meetings must be publicly noticed and an agenda posted "on a bulletin board" in the building where the meeting will take place and online (if the charter school maintains a website) at least 24 hours prior to the meeting. Pursuant to S.C. Code Ann. § 59-40-50(B)(10), the Board shall notify its sponsor of any regular meeting of the Board at least forty-eight (48) hours prior to the date on which it is to occur.

5. Place of Meetings. Meetings of the Board may be held at the principal office of the Corporation or at such other place as shall be designated in the notice of the meeting or agreed upon at or before the meeting by a majority of the Directors then in office. However, unless conducted electronically, all meetings of the Board shall take place within the State of South Carolina and within close proximity to the charter school operated by the Board, such that parents, students, and interested parties may attend.

6. Manner of Acting. The act of the majority of the Directors then in office at a properly noticed and conducted meeting shall be the act of the Board, except as otherwise provided by law.

7. Meeting by Conference Telephone. Any one or more Directors may participate in a meeting of the Board by conference telephone or other electronic means which allows all

Directors to simultaneously hear one another during the meeting, and such participation shall be deemed presence in person at such meeting.

ARTICLE 6 - COMMITTEES

1. Committee Authority. The Board may designate one or more committees by resolution. Each committee shall consist of no more than two (2) Directors and other persons elected by the Board. Each committee shall have such powers as may be delegated by the Board, except that no committee may: (i) authorize distributions to or for the benefit of Directors or Officers; (ii) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (iii) elect, appoint or remove Directors, or fill vacancies on the Board or on any of its committees, (iv) elect Officers, (v) adopt, amend, or repeal the Articles or Bylaws, or (vi) take any action the Board cannot lawfully delegate under the Articles, Bylaws, or applicable law.

2. Committee Conduct. Each committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of its activities as the Board may request. The provisions in Article 5 applicable to meetings of the Board shall apply to meetings of committees.

ARTICLE 7 - OFFICERS OF THE CORPORATION

1. Number and Titles. The Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. Except as otherwise provided in these Bylaws, the Officers shall have the authority and perform the duties as from time to time may be prescribed by the Board. Any two or more offices may be held by the same individual, but no Officer may act in more than one capacity where action of two or more Officers is required.

2. Election and Term of Office. The Officers shall be elected by the Board at the annual meeting. If the election of Officers is not held at the annual meeting, the election shall be held as soon thereafter as may be convenient. Each Officer shall hold office until the next annual meeting and until a successor is elected and qualifies.

3. Removal. Any Officer elected or appointed by the Board may be removed at any time by the Board with or without cause.

4. Resignation. An Officer may resign at any time by providing written notice to the President of the Corporation, or if the President is resigning or the Presidency is vacant, then to the Officer holding the next highest office. The resignation shall be effective when communicated, unless the notice specifies a later effective date or subsequent event upon which it will become effective.

5. Vacancies. A vacancy in any office shall be filled by the Board for the unexpired portion of the term.

6. President. The President shall be a member of the Board and shall preside at all meetings of the Board. The President shall sign, with any other proper Officer, instruments which may be lawfully executed on behalf of the Corporation, except where required or

permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the Board to some other Officer. The President shall, in general, perform all duties incident to the office of President as may be prescribed by the Board from time to time,

7. Vice President. The Vice President shall be a member of the Board and shall exercise the powers of the President during that Officer's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be presumptive evidence of the absence or inability to act of the President at the time the action was taken. The Vice President shall have such powers and perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board.

8. Secretary. The Secretary shall be a member of the Board and shall be responsible for keeping the minutes of the Board meetings and seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall have general charge of the corporate books and records, The Secretary shall sign such instruments as may require the signature of the Secretary and in general shall perform all duties incident to the office of Secretary and other duties as from time to time may be assigned to the Secretary by the President or the Board.

9. Treasurer. The Treasurer shall be a member of the Board and shall (i) have charge and custody of and be responsible for all funds and securities of the Corporation; (ii) keep accurate books and records of receipts and disbursements; (iii) deposit all moneys and securities received by the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board; and (iv) see that all required corporate filings are made. The Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board.

10. Compensation. All Officers shall serve as volunteers without compensation. By resolution of the Board, Officers may be reimbursed for their reasonable expenses incident to their duties in accordance with applicable law.

ARTICLE 8 - CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS; GENERAL PROVISIONS

1. Contracts. The Board may authorize any one or more Officers to enter into any contract or other instrument on behalf of the Corporation. Such authority may be general or confined to specific instances. When the Board authorizes the execution of a contract or of any other instrument in the name of and on behalf of the Corporation, without specifying the executing Officers, the President or Vice President, and the Secretary or Treasurer may execute the same.

2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

3. Checks, Drafts, and Orders for Payment. All checks, drafts, or other 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 as shall from time to time be determined by resolution of the Board.

4. 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.

5. Conflict of Interest. A Director shall inform the Board of any direct or indirect conflict of interest which the Director has with regard to any transaction contemplated by the Board (a "Conflict of Interest"). A Conflict of Interest shall exist in Board actions including, but not be limited to, actions concerning a transaction in which the Director: (i) has a material financial interest; or (ii) is presently serving as a director, trustee, officer, or general partner of another party. The Director with a Conflict of Interest may participate in the discussion, but may not vote on the transaction. The transaction is authorized, approved, or ratified by the vote of a majority of the Directors then in office who have no Conflict of Interest, which must be more than one Director.

6. Contracts between the Corporation and Related Persons. The Corporation may not enter into a contract with a related person to the extent such contract and any transfers in connection therewith might cause or imply private benefit under the relevant sections of the Code or applicable provisions of state ethical requirements for local government officials.

ARTICLE 9 - INDEMNIFICATION

It shall be the policy of the Corporation to indemnify to the maximum extent permitted by Title 33 of the Code of Laws of South Carolina 1976 each person who is or was a Director, Officer, or member of a committee of the Board and each person who serves or has served at the request of the Board as a trustee, Director, Officer, partner, or employee of another corporation, partnership, joint venture, trust, or other enterprise. The Corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify such person against such liability under the preceding sentence. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee of the Corporation. Notwithstanding any provision of this Article to the contrary, the Corporation shall not indemnify any person described in this Article if such indemnification would jeopardize the Corporation's tax-exempt status under Section 501(c)(3) of the Code. The Corporation may advance expenses in connection with any proceeding to such person in accordance with applicable law. The use of funds of the Corporation for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in this Article shall be deemed a proper expense of the Corporation.

ARTICLE 10 - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July in each year and end on the following June 30; provided that the first fiscal year shall begin on the date of incorporation.

ARTICLE 11 - DISPOSITION OF ASSETS

If the Corporation is granted a charter to operate a public charter school by the State Board of Education and the Corporation is subsequently dissolved or the charter is terminated or not renewed, then all net assets of the Corporation shall be distributed in accordance with S.C. Code Ann. § 59-40-120 (or the corresponding provision of any future South Carolina charter school law), to wit: Any assets obtained through restricted agreements with a donor through awards, grants, or gifts must be returned to that entity and all other assets become property of the sponsor. To the extent the Corporation possesses assets other than those subject to distribution pursuant to S.C. Code Ann. § 59-40-120, upon termination, dissolution, or winding up of the affairs of the Corporation, the Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all such remaining assets among one or more organizations, which are organized and operated for exempt purposes and qualified as exempt organizations under Section 501(c)(3) of the Code and to which contributions are deductible under Section 170(c)(2) of the Code, or to federal, state, and local governments to be used exclusively for public purposes.

ARTICLE 12 - NON-DISCRIMINATION

The public charter school operated by the Corporation shall permit students of any race, religion, color, ethnicity, socio-economic status, and national origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the charter school.

ARTICLE 13 - AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Directors then in office at any regular or special meeting of the Board, provided that notice of the meeting shall have been given which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment.

SECRETARY'S CERTIFICATE

This document is to certify that the foregoing Amended Bylaws of Berkeley Charter Education Association, Inc. were duly adopted by resolution of the Board, effective as of the 22nd day of June 2017.

IN WITNESS WHEREOF, the undersigned, being the duly elected and acting Secretary of the Corporation, has signed this Secretary's Certificate the day of June 2017.

Secretary, Berkeley Charter Education Association, Inc.

Signature