

AMENDED AND RESTATED BYLAWS

OF

June 16, 2020

a South Carolina nonprofit corporation without members

**ARTICLE I
DEFINITIONS**

Capitalized terms used and not otherwise defined in these Bylaws shall have the following meanings:

“Act” shall mean the South Carolina Nonprofit Corporation Act of 1994, as amended.

“Articles of Incorporation” or “Articles” shall mean the Articles of Incorporation of the Corporation filed with the Secretary of State of South Carolina, as the same may be amended from time to time.

“Board of Directors” or “Board” shall mean the governing body of the Corporation with those powers and duties stated in these Bylaws.

“Bylaws” shall mean these bylaws of the Corporation, as the same may be amended from time to time.

“Charter School Act” shall mean the South Carolina Charter School Act of 1996, as amended.

“Charter School” shall mean PACE Charter School, a charter school approved to operate within the meaning of the Charter School Act.

“Code” shall mean the Internal Revenue Code of 1986, as amended, together with the regulations promulgated in accordance therewith.

“Corporation” shall mean Pattison’s Academy, a South Carolina nonprofit corporation.

“Director” shall mean a natural person serving as a member of the Board of Directors.

“Emeritus Director” status may be awarded to a past Board Chair or Director who is coming off the board after serving two or more terms as a director. Except as otherwise provided herein or in a resolution of the Emeritus Member shall not be authorized to vote and be counted in determining the existence of a quorum at any meeting.

“Ex-Officio Member” shall mean a natural person automatically serving as a member of the Board, a committee of the Board or other body by virtue of holding a specified office or position in the Corporation. Except as otherwise provided herein or in a resolution of the Board Ex-Officio Members shall be authorized to vote and be counted in determining the existence of a quorum at any meeting.

“Majority” shall mean greater than fifty percent (50%) of the applicable total number.

“Sponsor” shall mean the Charleston County School District.

ARTICLE II PURPOSE

Section 2.1 General Purpose. The purpose of the Corporation shall be to provide an education and rehabilitation program in a loving and non-restrictive environment for children with multiple disabilities, where the well-being of the whole child is the first priority and to do all things necessary, incidental or convenient, and not inconsistent with applicable law, to carry out or further such purpose. The purposes of the Corporation are exclusively charitable, scientific, and/or educational within the meaning of Section 501(c)(3) of the Code. No part of the net income of the Corporation shall inure to the benefit of, or be distributed to, any Director, Officer or other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation 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 dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization: (a) that is exempt from federal income tax under Section 501(c)(3) of the Code, (b) contributions to which are deductible under 170(c)(2) of the Code; c) which is public charity under 509(a) of the Code, or d) which is a not-for profit corporation organized under the laws of the State.

Section 2.2 Charter School. In addition to the general purposes set forth above, the purposes of the Corporation include (a) providing educational instruction to children without regard to race, color, creed or national or ethnic origin, (b) promoting and supporting the education of children with multiple disabilities, and (c) promoting, encouraging and aiding reestablishment of family values, as a Charter School pursuant to the Charter School Act, as the same may be amended from time to time.

Effective June 30, 2020, the entity known as PACE shall be merged with Pattison’s Academy, thereby creating a single entity to pursue the above purpose.

Section 2.3 Compliance. It is the intent of the Corporation that these bylaws comply with the Charter School Act.

Section 2.4 Powers. The Corporation shall possess and have authority to exercise all of the powers and privileges granted to a nonprofit corporation under the Act, together with all

Incorporation, these Bylaws or as otherwise set forth in applicable law. Without limiting the generality of the foregoing, the Corporation shall have the power to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real or personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any as may be contained in the instrument under which such property is received, the Corporation's articles of incorporation, these Bylaws or any applicable law.

Section 2.5 Distributions on Dissolution of the Corporation. In the event of dissolution of the Corporation, (a) the assets of the Corporation may not inure to the benefit of any private person, (b) any assets obtained through restricted agreements with a donor through awards, grants, or gifts must be returned to that entity, and (c) any assets of the Charter School would remain assets of the Charter School and treated in accordance with Section 2.6 of the Bylaws and section 120 of the Charter Schools Act. Notwithstanding the foregoing, any remaining assets of the Corporation shall be distributed to such organizations selected by a Majority of the Directors as shall qualify as exempt as described in Section 501(c)(3) and Section 170(c) of the Code and Section 12-7-330 of the South Carolina Code of Laws, 1976 (or any successor provisions thereto).

Section 2.6 Distributions on Dissolution of the Charter School. In the event of the dissolution of the Charter School, (a) the assets of the Charter School may not inure to the benefit of any private person, (b) any assets obtained through restricted agreements with a donor through awards, grants, or gifts must be returned to that entity, and (c) all other assets of the Charter School become assets of the Sponsor.

Section 2.7 Dissolution of the Corporation. In a manner consistent with these Bylaws, the Dissolution of the Corporation shall not necessarily dissolve or terminate the Charter School.

ARTICLE III OFFICES AND REGISTERED AGENT

Section 3.1 Principal Office. The Corporation shall maintain its principal office as required by the Act in the State of South Carolina or such other place as designated from time to time by the Board of Directors for the principal executive offices of the Corporation.

Section 3.2 Registered Office; Registered Agent. The Corporation shall have and continuously maintain a registered office as required by the Act at a location in the State of South Carolina designated by the Board of Directors from time to time. In the absence of a contrary designation by the Board of Directors, the registered office of the Corporation shall be located at its principal office. The Corporation shall maintain a registered agent as required by the Act whose office shall be the registered office of the Corporation. The registered agent shall be designated by the Board of Directors from time to time to serve at its pleasure. In the absence of such designation, the registered agent of the Corporation shall be the Corporation's secretary.

Pattison's Bylaws – 5/21/20

Page 3 of 18

Section 3.3 Other Offices. The Corporation may have such other offices within or without the State of South Carolina as the Board of Directors may from time to time determine.

ARTICLE IV MEMBERSHIP

The Corporation shall have no members, but shall exist for the purposes enumerated in Article II.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1 General Powers. The mission, objectives, and policies of the Corporation shall be determined by the Board of Directors in a manner consistent with these Bylaws and all applicable laws. The Board of Directors shall have ultimate authority over the conduct and management of the business and affairs of the Corporation. In a manner consistent with these Bylaws, the Corporation's Board of Directors must comply with the Charter School Act.

Section 5.2 Qualifications.

(a) All Directors shall be natural persons and residents of the State of South Carolina. The Board of Directors shall be composed of individuals who are interested in furthering the long-range mission, objectives, and policies of the Corporation. Individuals who may assist the Corporation in achieving its goals may be nominated by any Director or by the Nominating Committee for election by the current Board of Directors at the annual meeting of the Corporation. Directors elected in this format may comprise up to (50% - 1) of the Board.

(b) At least fifty percent of the members of the Board of Directors must be individuals who have a background in K-12 education or in business, selected in accordance with Section 5.4 below.

(c) In addition, at least fifty percent of the members of the Board of Directors 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 of such parent or guardian enrolled in the Charter School.

(d) In accordance with Section 190(D) of the Charter School Act, no person receiving pay as an employee of the Charter School may be a Director.

(e) A person who has been convicted of a felony must not be elected to the Board of Directors per Section 59-40-50(B)(9) of the Charter School Act.

Section 5.3 Number. The number of Directors shall be fixed by the Board of Directors from time to time; provided, however, the number of Directors shall not be less than seven. If the

Pattison's Bylaws – 5/21/20

Page 4 of 18

Board of Directors consists of an odd number of Directors, the extra member must be an individual who has a background in K-12 education or in business.

Section 5.4 Election of Directors; Tenure.

(a) An election of up to (50% - 1) of Directors shall be held at each annual meeting of the Board of Directors in July. Each of these Directors shall be elected for a term of two years and the Board shall use reasonable efforts to stagger the terms of these Directors so that the terms of no more than one-half of this number of Directors are expiring in any given year. These Directors shall be elected by a plurality of the votes cast. Directors shall be allowed to serve for three consecutive two-year terms after which any such Director must rotate off the Board for at least one year prior to being eligible for re-election. In case of any increase in the number of Directors, the additional directorships may be filled in the same manner as a vacancy in the Board; provided that in any event the obligations set forth in Section 5.2(b) and Section 5.2(c) shall continue to be satisfied.

(b) Within two weeks of the beginning of May of odd-numbered years (2013, 2015, etc.), the Corporation will hold a pre-election meeting for all employees of the Charter School and all parents and guardians of students enrolled in the Charter School. Alternately, parents and guardians and employees will be contacted by email or letter. Upon the pre-election contact, the Corporation will begin accepting written nominations for Directors and shall continue to accept nominations until 5:00 p.m. on the date that is seven days from (and including) the date of the pre election contact. Within seven days of the close of nominations, the Corporation will distribute ballots for the election of Directors to all eligible voters. The deadline for submission of the ballot, seven days from the distribution of the ballot, will be clearly noted on the ballot. All employees of the Charter School and all parents and guardians of students enrolled in the Charter School are eligible to vote in the election of Directors.

(c) Current members of the Executive Committee shall be required to determine whether a nominee is an individual who has a background in K-12 education or in business and shall ensure that at least fifty percent of the members serving on the Board of Directors at any time are individuals with a background in K-12 education or in business. Any person nominating an individual for election to the Board of Directors may indicate in the nomination that such individual has a background in K-12 education or in business and the Board of Directors may determine in its reasonable judgment whether such individual, in fact, meets such qualifications.

Section 5.5 Expectations. To maintain active status on the Board, Directors are expected to:

(a) Attend and participate in Board meetings, special events, and fundraisers. Any Director missing two regular meetings of the Board in any calendar year without just cause shall be contacted in writing regarding their absence. Two unexcused absences from regular meetings of the Board shall be adequate grounds for removal unless a written explanation is received by the Board within ten (10) days of written notification.

Pattison's Bylaws – 5/21/20

Page 5 of 18

(b) Serve on at least one Committee of choice or at the request of the Executive Committee.

(c) Contribute financially or by volunteering services for the benefit of the Corporation.

Section 5.6 Annual Meetings. An annual meeting of the Board of Directors shall be called and held each year, in July, for the purpose of election of the (50% -1) part of the Directors, affirming the Charter School elected Board of Directors (50% + 1), seating the new Directors, appointment of Officers and Committee members, and transaction of any other business. Notice of the date, time and place of each annual meeting of the Board of Directors shall be in writing given by any reasonable means of communication not prohibited by the Act or Charter School Act not more than thirty one (31) nor less than five (5) days prior to the date of the meeting. The Board may by resolution provide for the holding of additional regular meetings the frequency of which shall be consistent with the needs of the Corporation without notice other than such resolution; provided, however, the resolution shall fix the dates, times, and places for such regular meetings.

Section 5.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the direction of the Chair, or at the written request of not less than one-half of the Directors then in office. The person calling a special meeting shall give, or cause to be given, to each

Director, notice of the date, time and place of the meeting by any means of communication acceptable under the Act not less than two days prior thereto. Oral notice of a special meeting is permissible if reasonable under the circumstances and is effective when communicated.

Section 5.8 Actions Requiring Special Notice. Meetings of the Board of Directors at which any of the following actions are to be considered shall require not less than seven days prior effective notice: (a) removal of a Director; (b) a transaction involving a Director conflict of interest; (c) indemnification of Directors, Officers, employees or agents of the Corporation; (d) amendment of the Articles; (e) amendment of these Bylaws; (f) merger or consolidation of the Corporation; (g) sale of the assets of the Corporation other than in the ordinary course of business; and (h) dissolution of the Corporation.

Section 5.9 Waiver of Notice. Any Director may waive notice of any meeting by signing a written waiver either before or after the meeting. The attendance of a Director at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular meeting of the Board of Directors, need be specified in the notice of such meetings.

Section 5.10 Participation by Telecommunications or Electronic Means. Any Director may participate in, and be regarded as present at, any meeting of the Board of Directors by means of telephone conference or any other means of communication by which all persons participating in the meeting can hear each other. From time to time, the Chair may deem it necessary to convene a meeting of the Board via email or other or electronic means (e.g., online meeting)

Pattison's Bylaws – 5/21/20

Page 6 of 18

when time sensitive issues arise that require a vote of the Board. In such instances, the Chair will send, or cause to be sent, notice via email to all Directors explaining the purpose of the meeting or vote. If at any time during the email or other electronic voting process, two (2) or more Directors feel further discussion is needed, that vote will be tabled until the next meeting of the Board of Directors.

Section 5.11 Quorum. A Majority of the Directors in office immediately before the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present at any meeting of the Board of Directors, the Chair or a Majority of the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5.12 Manner of Acting.

(a) Formal Action by Board of Directors. The act of the Majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles, these Bylaws, the Act, or otherwise by applicable law. In the event of a tie vote, the vote of the Chair or, if the Chair is not present at the meeting, the presiding officer at such meeting, will determine the outcome of the vote.

(b) Informal Action by Board of Directors. To the fullest extent permitted by the Act, the Board of Directors may take action without a meeting by written consent as to such signed by a Majority of Directors then elected. For purposes hereof, written consent shall include consent given via facsimile, email or other electronic means. Unless otherwise permitted by the Act, each written consent must be filed with the corporate records reflecting the action taken.

Section 5.13 Resignations. Any Director may resign from the Board of Directors at any time by giving written notice to the Board of Directors, the Chair, or the Secretary. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.14 Removal. An elected Director may be removed only at a meeting called for the purpose of removing the Director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director. Any Director elected by the Board of Directors may be removed from office without cause by a two-thirds (2/3) vote of the Directors then in office.

Section 5.15 Vacancies. The Board of Directors may (but shall not be required to) by Majority vote of the Directors then in office, elect a new Director to fill any vacancy on the Board of Directors; provided, however that any vacancy in a Directorship held by a Director who was elected by the employees and the parents or guardians of students enrolled in the Charter School must be filled by the employees and the parents or guardians [in a special election to be held as soon as reasonably practicable following the removal or resignation of the Director and in accordance with Section 5.4(b) above.

Pattison's Bylaws – 5/21/20

Page 7 of 18

Section 5.16 Procedure. The Board of Directors may adopt its own rules of procedure for itself and the Standing Committees of the Corporation, which shall not be inconsistent with the Articles of Incorporation, these Bylaws or applicable law. In the absence of the Board of Directors adopting rules of procedure, Robert's Rules of Order shall serve as the rules of procedure.

ARTICLE VI COMMITTEES

Section 6.1 Committees. The Board of Directors, by resolution adopted by a Majority of Directors then in office, may constitute such standing and ad hoc committees comprised of Directors, Officers, employees of Pattison's Academy and third parties, with such functions, powers and duties as the Board deems necessary and appropriate (each, a "Committee"). Each such Committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation, except that no such Committee shall have authority to: (a) authorize distributions not permitted by applicable law to be authorized by a Committee; (b) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (c) elect, appoint or remove Directors or fill vacancies on the Board of Directors or on any Committee; (d) adopt, amend, or repeal the Corporation's Articles of Incorporation or Bylaws; (e) amend or repeal any resolution of the Board of Directors that by its terms provides that it is not so amendable or repeal able; or (f) enter into contracts. Nothing herein shall preclude the Board of Directors from establishing and appointing any Committee, whether comprised of Directors or otherwise, not having or exercising the authority of the Board of Directors

The resolution creating a Committee shall designate the authority that such Committee shall have delegated to it. In addition, the Chairperson of each Committee shall be appointed by such resolution or by the Executive Committee in consultation with the Executive Director of the Corporation. The Chairperson of each Committee is responsible for reporting on the actions of that Committee to the Executive Committee and/or the Board of Directors and maintaining written records of such actions to become part of the permanent records for successor Chairpersons of that

particular Committee.

Section 6.2 Executive Committee. The Corporation shall maintain a standing Executive Committee. The Chairperson of the Executive Committee shall be the Chair. The Vice Chair, Secretary and Treasurer shall be standing members of the Executive Committee, and the Executive Director shall be an Ex-Officio member of the Executive Committee. The Chairperson may appoint additional members to the Committee from time to time. The Executive Committee shall oversee the operations of the Corporation and shall have primary responsibility for reviewing and recommending short and long term business and strategic plans for the Corporation.

ARTICLE VII OFFICERS

Section 7.1 Officers. The officers of the Corporation (“Officers”) shall consist of a Chair, Secretary and Treasurer, and may also include one or more vice chairs. The Corporation may, at the discretion of the Board of Directors, have additional Officers. Any person, including any Director, may hold two or more offices at the same time. Each Officer shall exercise the authority

Pattison’s Bylaws – 5/21/20

Page 9 of 18

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. The duties of certain Officers are prescribed in the following Sections. Except as otherwise provided herein, if an Officer is temporarily unable to perform the duties of his or her office or if there is no incumbent of an office, then the duties of the office shall, unless otherwise provided by the Executive Committee, be performed by the Chair or his designee.

Section 7.2 Election and Tenure. All Officers shall be elected by the Board of Directors to serve at the pleasure of the Board. Officers shall be elected at the annual meeting of the Board of Directors. If the election of Officers shall not be held at the annual meeting, such election shall be held as soon thereafter as conveniently possible. Each Officer shall hold office from the date of his or her election for a term of one year, unless he or she shall sooner resign or be removed. No Officer shall be permitted to serve more than three consecutive one-year terms in any one office, unless it is determined by the Board to be in the best interest of the Corporation. An Officer must be out of that office for at least one year before being eligible for re-election to such office. Unexpired terms are not to be included in this limitation of term rule.

Section 7.3 Resignations and Removal. Any Officer may resign at any time by giving written notice to the Chair or Secretary, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Except as may otherwise be provided

by the Act, the Charter School Act or in the Articles, any Officer may be removed by the Board of Directors at any time, with or without cause.

Section 7.4 Vacancies. Any vacancy, however occurring, in any office may be filled by the Executive Committee with subsequent ratification by the full Board of Directors for the unexpired portion of the term of such office.

Section 7.5 Chair. The Chair shall be elected from among the members of the Board of Directors and shall preside as chairperson at all meetings of the Executive Committee and Board of Directors. The Chair shall be an Ex-Officio Member of all standing Committees. The Chair may sign, with the Secretary or any other officer authorized by the Executive Committee, any deeds, mortgages, bonds, contracts, or instruments which the Executive Committee has authorized to be executed except in cases where the signing shall be expressly delegated by the Executive Committee, by these Bylaws or by statute, to some other officer or agent of the Corporation. The Chair shall exercise and perform such other powers and duties as may be from time to time assigned to him by the Act, these Bylaws, the Board of Directors or the Executive Committee or as are incident to the office of Chair.

Section 7.6 Vice Chair. Except as otherwise determined by the Board of Directors, each vice chair shall serve under the direction of the Executive Committee. Except as otherwise provided herein, each Vice Chair shall perform such duties and may exercise such powers as are incident to the office of Vice Chair and as are from time to time assigned to him by the Act, the Charter School Act, these Bylaws, the Board of Directors, the Executive Committee, or the Chair. In the absence, incapacity, or inability or refusal of the Chair to act, the most senior Vice Chair shall assume the authority and perform the duties of the Chair. If the Board of Directors appoints more than one Vice Chair, the seniority of the Vice Chairs shall be determined from their dates of appointment unless the Board of Directors shall otherwise specify. Designation of a “Senior” or “Executive” Vice Chair by the Board of Directors shall be an indication of seniority.

Section 7.7 Secretary. Except as otherwise provided by these Bylaws or determined by the Board of Directors, the Secretary shall serve under the direction of the Executive Committee. The Secretary shall whenever possible attend all meetings of the Board of Directors, and whenever the Secretary cannot attend such meeting, such duty shall be delegated by the presiding Officer for such meeting to a duly authorized assistant secretary. The secretary shall keep,

Pattison’s Bylaws – 5/21/20

Page 10 of 18

prepare, and file the meeting minutes of the Board of Directors and the Executive Committee, in one or more books provided for that purpose; assure that all notices are given in accordance with the provisions of these Bylaws and as required by the Act; be custodian of the corporate records and the seal of the Corporation; and, in general, perform all duties incident to the offices of Secretary and such other duties as from time to time maybe assigned to him by the Chair.

Section 7.8 Treasurer. Except as otherwise provided by these Bylaws or determined by the Board of Directors, the Treasurer shall serve under the direction of the Executive Committee. The Treasurer shall have charge and custody of and be responsible for all the funds and securities of the Corporation; receive and give receipt for monies due and payable to the Corporation from any source whatsoever; deposit all such monies in the name of the Corporation in such financial institutions, trust companies, or other depositories as the Executive Committee shall determine; and in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chair or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum as the Executive Committee shall determine.

Section 7.9 Assistant Officers. Except as otherwise provided by the Bylaws or determined by the Board of Directors, the assistant secretaries and assistant treasurers, if any, shall serve under

the immediate direction of the Secretary and the Treasurer, respectively, and under the ultimate direction of the Executive Committee. The assistant Officers shall assume the authority and perform the duties of their respective immediate superior Officer as may be necessary at the direction of such immediate superior Officer, or in the absence, incapacity, inability, or refusal of such immediate superior Officer to act. The seniority of assistant Officers shall be determined from their dates of appointment unless the Board of Directors shall otherwise specify.

ARTICLE VIII INDEMNIFICATION

Section 8.1 Indemnification. The Corporation shall indemnify, defend and hold harmless the Corporation's Officers, Directors, employees and agents to the fullest extent permitted by and in accordance with the Act. This plan of indemnification shall constitute a binding agreement of the Corporation for the benefit of the Officers, Directors, employees and agents as consideration for their services to the Corporation, and may be modified or terminated by the Board of Directors only prospectively. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, employees or agents 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 VIII. The Board of Directors may, from time to time, adopt a plan of indemnification implementing the rights granted in this Section 8.1; provided that the absence of a plan of indemnification shall in no way affect or limit the rights of any Director, Officer, employee or agent of the Corporation to indemnification as herein provided.

Pattison's Bylaws – 5/21/20

Page 11 of 18

Section 8.2 Insurance. The Board of Directors 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, whether or not the Corporation would have the power to indemnify such person.

ARTICLE IX CHIEF EXECUTIVE OFFICER

Section 9.1 Executive Director. The Board of Directors shall select and appoint a competent Executive Director who shall be given the necessary authority and responsibility to operate the Corporation in all its activities, subject only to such policies as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such actions. The Executive Director shall act as the duly authorized representative of the Board of Directors in all manners in which the Board of Directors has not formally designated some other person to so act. The Executive Director shall be a non-voting, Ex-Officio member of the Board of Directors and each Committee.

Section 9.2 Annual Report. The Executive Director shall submit an annual report to the Board of Directors for approval no later than one hundred twenty (120) days after the close of each fiscal year of the Corporation.

ARTICLE X

Section 10.1 Contracts. The Board of Directors may authorize any Officer or agent of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 10.2 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, and all notes or other evidence 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 from time to time be determined by resolution of the Board of Directors.

Section 10.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in one or more such banks, trust companies or other depositories as the Board of Directors may from time to time designate, upon such terms and conditions as shall be fixed by the Board of Directors. The Board of Directors may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

Pattison's Bylaws – 5/21/20

Page 12 of 18

Section 10.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for consistent with the general purposes, or for and consistent with any specific purpose, of the Corporation.

Section 10.5 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep records of the actions of the Corporation, which records shall be open to inspection by Members of the Executive Committee and Board of Directors at the reasonable time.

Section 10.6 Fiscal Year; Accounting Election.

(a) The fiscal year of and method of accounting for the Corporation shall be as the Executive Committee shall at any time determine.

(b) In accordance with Section 59-40-50(B)(3) of the Charter School Act, the Charter School shall adhere to the same financial audits, audit procedures, and audit requirements as are applied to public schools.

Section 10.7 Revocability of Authorizations. No authorization, assignment, referral or delegation of authority by the Board of Directors or Executive Committee to any committee, Officer, agent or other official of the Corporation, or other organization which is associated or affiliated with, or conducted under the auspices of the Corporation shall preclude the Executive Committee or the Board of Directors from exercising the authority required to meet its responsibility. The Board of Directors or the Executive Committee shall retain the right to rescind any such authorization, assignment, referral or delegation in its sole discretion.

Section 10.8 Employees of the Corporation. The Board of Directors shall employ and terminate by a simple majority vote the Executive Director as it deems necessary or desirable for the efficient operation of the Corporation.

Section 10.9 Rules. The Board of Directors may adopt, amend or repeal rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its Officer, agents, and employees.

Section 10.10 Vote by Presiding Officers. The person acting as presiding officer at any meeting held pursuant to these Bylaws, shall, if a voting member thereto, be entitled to vote on the same basis as if not acting as presiding officer.

Section 10.11 Gender and Number. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

Section 10.12 Equality. No student, employee, staff member or Board member will be discriminated against based on race, creed, color, religion, gender, sexual preference or age.

Pattison's Bylaws – 5/21/20

Page 13 of 18

Section 10.13 Articles and Other Headings. The Articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

Section 10.14 Contracts or Transactions with Interested Directors or Officers. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors or applicable Committee decides that a conflict of interest exists. No contract or transaction between the Corporation and one or more of its Directors, Committee members or Officers, or any other corporation, firm, association, or entity in which one or more of its Directors or Officers are directors or officers or have a financial interest, shall be either void or voidable because of such relationship or because such Director, Committee member or Officer is present at or participates in the meeting of the Board of Directors or Committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest disclosed or known to the Board of Directors thereof, and the Board of Directors in good faith authorizes, approves and ratifies the contract or transactions by a Majority resolution without counting the votes or consents of the interested Director(s); or

(b) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized, approved, or ratified, by the Board of Directors, or Committee thereof.

Section 10.15 Conflicts of Interest.

(a) Duty to Disclose.

(i) In connection with any actual or possible conflict of interest, an interested person (“Interested Person”) must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Directors and Committee members with board delegated powers considering the proposed transaction or arrangement.

(ii) At the beginning of each Fiscal Year, Interested Persons must submit a completed Conflict of Interest Statement. It is the duty of the Interested Person to continually update his Conflict of

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

Pattison's Bylaws – 5/21/20

Page 14 of 18

(i) An Interested Person may make a presentation at the Board or Committee meeting, but after such presentation, he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that result in the conflict of interest.

(ii) The chairperson of the Board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed conflict of interest transaction or arrangement.

(iii) After exercising due diligence, the Board or Committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or Committee shall determine by a Majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the conflict of interest transaction or arrangement in conformity with such determination.

(d) Violations of the Conflicts of Interest Policy.

(i) If the Board or Committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or Committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to and including removal from the Board.

(e) Records of Proceedings. The minutes of the Board and all Committees with Board delegated powers shall include the following:

(i) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Committee's decision as to whether a conflict of interest in fact existed.

(ii) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

(f) Compensation.

(i) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's compensation.

(ii) A provider who is a voting member of the Board of Directors and receives compensation, directly or indirectly, from the Corporation for services is precluded from discussing and voting on matters pertaining to that member's and other providers' compensation. No provider, either individually or collectively, is prohibited from providing information to the Board of Directors regarding provider compensation.

(iii) A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(iv) Providers who receive compensation, directly or indirectly, from the Corporation, whether as employees or independent contractors, are precluded from membership on any Committee whose jurisdiction includes compensation matters. No provider, either individually or collectively, is prohibited from providing information to any Committee regarding provider compensation.

(g) Annual Statements. Each Director, Officer, employee and member of a Committee with Board delegated powers shall annually sign a statement, which affirms that such person has completed the following:

(i) Received a copy of the conflicts of interest policy,

(ii) Read and understood the policy,

(iii) Agreed to comply with the policy, and

(iv) Understood that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

(h) Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(i) Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining, meaning all parties have relatively equal power of negotiation, and neither party owing any special obligation to the other.

(ii) Whether paying for provider services result in impermissible private benefit or unreasonable advantage.

(iii) Whether partnership and joint venture arrangements and arrangements with other non-profit organizations and service providers conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in unreasonable advantage or impermissible private benefit.

(iv) Whether agreements to provide medically necessary/beneficial services with other health care providers, employees, and third party payors further the Corporation's charitable purposes and do not result in impermissible private benefit or unreasonable advantage.

(i) Use of Outside Experts. In conducting the periodic reviews provided for in Section 10.15(h), the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

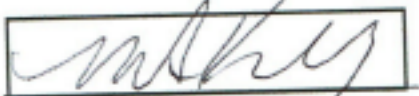
ARTICLE XI AMENDMENTS

Section 11.1 Amendments Generally. Except as is hereinafter provided, these Bylaws can be amended when a quorum is present at any special meeting of the Board of Directors held for that purpose by a two-thirds vote of those present provided that written notice of the proposed amendment shall have been given to each Director five days prior to the meeting at which the amendment is to be voted upon.

Section 11.2 Exceptions. Notwithstanding Section 11.1, Sections 2.1, 2.2 and 2.3 of these Bylaws shall not be altered, amended or repealed. If the Board should determine that such provisions or any of them are so restrictive upon the operation of the Corporation that its purpose cannot be optimally achieved on account of them, the Board may petition the Court of Common Pleas for Charleston County, South Carolina in a proceeding to which the Internal Revenue Service is given notice and to which the Attorney General of South Carolina is a party of permission to amend the same and such amendment, and as the Court in such action shall approve, shall become a part of these Bylaws.

[Signature Page Follows]

These Bylaws have been approved by the Board of Directors in compliance with the Act and the mandates provided herein and have been this 18th day of June been certified by the undersigned Secretary of the Corporation.


Secretary