



Charleston County School District
Financial Services
 3999 Bridgeview Drive
 North Charleston, SC 29405
 (843) 937-6300

BYLAWS OF THE CHARLESTON COUNTY SCHOOL DISTRICT

EDUCATION FOUNDATION

ARTICLE I

NAME AND OFFICES

Section 1.01. Corporate Name. The name of the Corporation shall be "Charleston County School District Education Foundation" (the "Corporation"). The principal office of the Corporation shall be at the location identified in the Corporation's Articles of Incorporation, as such Articles of Incorporation may be amended from time to time. The Corporation may have such other offices within the State of South Carolina (the "State"), as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 1.02. Registered Office. The registered office of the Corporation required by Article 1, Chapter 31, Title 33 of the South Carolina Nonprofit Corporation Act of 1994, as amended (the "Act"), to be maintained in the State shall initially be at the location identified in the Corporation's Articles of Incorporation, and the address of the registered office may be changed from time to time by the Corporation.

ARTICLE II

ORGANIZATION

The Corporation shall be a nonprofit organization (i) established and operated in accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and the regulations thereunder, and Sections 12-6-580 and 12-6-1120 of the Code of Laws of South Carolina 1976, as amended (the "South Carolina Code"); and (ii) incorporated under the Act. The Corporation shall be an independent and autonomous organization. Its period of duration shall be perpetual unless terminated in accordance with Article X, *infra*.

ARTICLE III

PURPOSES AND POWERS

Section 3.01. Corporate Purposes. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; provided, however, no part of the net earnings thereof shall inure to the benefit of any private shareholder or individual; provided further, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by law; provided further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by (i) an organization described in Internal Revenue Code Section 501(c)(3) or (ii) an organization contribution to which are deductible under the Internal Revenue



Code Section 170(c)(2) or any other corresponding provision of any future United States law. Notwithstanding any other provisions of these Bylaws, the Corporation is organized and operated exclusively for charitable, educational or religious purposes within the meaning of Internal Revenue Code Section 501(c)(3). The Corporation is further authorized to undertake any and all lawful activities necessary or incident to purposes established in Article III of these Bylaws, except as limited in the Corporation's Articles of Incorporation.

The Corporation is organized and shall operate exclusively as a nonprofit corporation to assist and support the Charleston County School District, South Carolina (the "School District"), including, but not limited to its administration, staff, teachers and students, and undertake such other projects located in or for the benefit of the School District as may be permitted by applicable law (the "Purposes").

Section 3.02. Specific Purposes. The Corporation is to be formed for educational and charitable purposes within the meaning of IRC Section 501(c)(3) and in this connection, shall be operated:

- a. To promote educational and charitable endeavors for i) the improvement and enrichment of the quality of public schools, excluding charter schools and public-private partnership schools in the District; and ii) the increase of community support for and involvement in the District, through the solicitation of funds and partnerships, in accordance with the goals, strategies, and initiatives of the Superintendent and Board of Trustees;
- b. To take and hold by bequest, devise, gift, grant, and solicit funds, purchase, lease, or otherwise any property—real, 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 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 Bylaws or any other laws applicable thereto.
- c. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or officers except as permitted under the laws of South Carolina relating to non-profit corporations. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in the Act or the corresponding provision of any subsequent law.

Section 3.03. Corporate Powers. The Corporation shall have all powers necessary to advance its Purposes to the extent permitted by applicable law.

Section 3.04. Execution of Corporate Powers. The Corporation is organized and shall operate exclusively for the aforesaid Purposes, and in connection therewith its scope of activities shall include accepting and distributing contributions or donations, and accepting, buying, selling, leasing, subleasing, owning, holding, operating, mortgaging, insuring, pledging, assigning, transferring or otherwise receiving or disposing of real and personal property; provided, however, that any activity authorized by this provision shall not be engaged in any manner which would jeopardize the federal income tax exemption of the Corporation under Section 501(c)(3) of the Internal Revenue Code.

Section 3.05. Discretionary Power of Board of Directors. The Board of Directors may authorize, amend or restate operating guidelines, plans, practices and/or procedures of the Corporation from time to time in order to effectively implement the purposes of the Corporation. The Board of Directors will notify in writing the Charleston County School District Board of Trustees (the "Board of Trustees") its purpose in amending or restating operating guidelines, plans, practices and/or procedures of the Corporation prior to doing so.

ARTICLE IV FINANCES

Section 4.01. Acceptance of Funds. The Corporation shall receive funds by collection and receipt of contributions.

Section 4.02. Uses of Funds. All funds collected and received by the Corporation, together with the income therefrom, shall be held, retained, managed and conserved in a capital fund or funds and administered, used and applied by the Corporation in the sole discretion of the Board of Directors in accordance with the purposes described in Article III of these Bylaws, the Corporation's Articles of Incorporation and as provided in Article IV of these Bylaws. No funds shall be used to provide a benefit to a particular individual, but this limitation shall not preclude the Corporation from using funds to benefit an identified group and the individuals within such group.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as approved by the Board of Directors.

Section 4.03. Investment of Funds. Funds received by the Corporation shall be held in an account or accounts in the name of the Corporation in such location(s) as may be designated by the Board of Directors. The Corporation shall hold, manage, invest and reinvest its funds in accordance with the investment policies of the Corporation and shall collect and receive the income therefrom. After deducting all necessary expenses to the operation and administration of the Corporation, such funds shall be utilized in accordance with the Purposes set forth in these Bylaws and the Corporation's Articles of Incorporation. The Board of Directors may establish a committee within itself for the purpose of supervising and managing investments. All such revenues received and held by the Corporation shall be distributed to such persons and in such amounts as the Board of Directors of the Corporation shall deem appropriate, in keeping with the Purposes of the Corporation.

Section 4.04. Financial Responsibility. The Corporation shall be the sole entity or person responsible for the application and use of its assets, including payment of its expenses in accordance with such operating guidelines as may be established by the Board of Directors; and it shall operate as an independent and autonomous entity for the purposes of meeting its financial obligations.

Section 4.05. Legal Restriction on Expenditure of Funds. Notwithstanding any other provision of these Bylaws, no expenditure shall be made in any manner or for any purpose whatsoever (i) which may jeopardize the status of the Corporation as an organization under

Section 501(c)(3) of the Internal Revenue Code and S.C. Code Ann. § 12-6-580 and the regulations thereunder or (ii) which may jeopardize the status of contributions or dues or payments by any person insofar as concerns deductions which are allowed under the provisions of Sections 170, 2055, 2106 and 2522 of the Internal Revenue Code and the regulations thereunder.

Should the Corporation be or become a Private Foundation under the provisions of Section 509 of the Internal Revenue Code, it shall distribute income for each taxable year at such time and in such manner as not to incur a tax on undistributed income imposed by Section 4942 and related sections of the Internal Revenue Code and the regulations thereunder.

Should the Corporation be or become a Private Foundation under the provisions of Section 509 of the Internal Revenue Code, it shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code and the regulations thereunder; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code and the regulations thereunder; (iii) make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code and the regulations thereunder; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code and the regulations thereunder.

Section 4.06. Annual Audit. The Board of Directors shall select a certified public accountant to audit the Corporation's books and accounts and prepare a review of financial statements of the Corporation in conformity with generally accepted accounting principles. In a timely manner, the Corporation will provide the School District and public a copy of the annual audit and any reports it is required to submit to the Secretary of the State of South Carolina.

Section 4.07. Approval of Legal Documents. Unless otherwise authorized by the Board of Directors, all contracts, leases and agreements or other legal documents shall be approved by resolution or majority vote reflected in the minutes of the Board of Directors and executed and delivered by the President or the Vice President in the name and on behalf of the Corporation.

Section 4.08. Corporate Indebtedness. Except for loans that are incurred in the ordinary course of business, 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 of Directors or majority vote reflected in the minutes of the meeting. Such authority may be general or confined to specific instances.

Section 4.09. Required Signatures. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by two officers or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors.

ARTICLE V BOARD OF DIRECTORS

Section 5.01. General Powers. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, which is vested with the powers and authority to do and perform all

acts and functions not inconsistent with law, the Articles of Incorporation of the Corporation and these Bylaws.

Section 5.02. Number, Tenure and Qualifications. The Board of Directors shall consist of no less than fifteen (15) and no more than thirty-five (35) individuals. Within the limits above specified, the number of directors shall be determined by resolution of the Board of Directors. Initially the number of directors shall be fifteen (15). Certain members (as described below) will be “voting members,” and six (6) members (as described below) shall be “non-voting/ex officio members.” All voting members shall be required to sign a Conflict of Interest Affidavit annually and such affidavit is subject to staff review.

The initial voting members of the Directors of the Corporation shall be appointed by majority vote of the Board of Trustees of the District (“Phase 1.”) In Phase 1, the initial voting members of Directors of the Corporation, appointed by the Board of Trustees of the District, shall consist of a resident of each of the nine (9) election districts of Charleston County who is also not an employee or member of the Board of Trustees Such member so appointed shall serve until the last day of his or her residency in the respective attendance area of the School District or until the date which is three (3) years after his or her appointment by the Board of Trustees, whichever first occurs, and until a successor is appointed. Those individuals shall serve three (3) years from the date of their appointments. Upon the conclusion of the initial terms of service of the Directors of the Corporation, or two years from the date of their appointments, whichever occurs sooner, the Directors of the Corporation shall appoint their successors (“Phase 2.”)

In Phase 2, the voting members of the Directors of the Corporation shall be appointed by the members of the Directors of the Corporation. The Board of Directors shall determine the number and qualifications of appointees, but nine of the members shall be residents of each of the nine (9) election districts of Charleston County who is also not an employee or member of the Board of Trustees.

In Phase 1 and Phase 2, the Board of Directors shall consist of the following six non-voting/ex officio members:

- Superintendent of the School District (unless compelling reasons justify an alternate appointment methodology.) Such appointed member shall serve for the duration of his or her respective term of incumbency as Superintendent of the School District and until a successor is appointed.
- Chief Financial Officer or a representative from the Finance Department of the School District (unless compelling reasons justify an alternate appointment methodology.) Such appointed member shall serve for the duration of his or her respective term of incumbency as Chief Financial Officer (or departmental representative) of the School District and until a successor is appointed.
- Two members of the Board of Trustees of the District (unless compelling reasons justify an alternate appointment methodology.) These members shall serve an initial term until the last day of his or her respective service as a member of the Board of Trustees or until the date which

is two (2) years after his or her appointment by the Board of Trustees, whichever first occurs, and until a successor is appointed.

- School principal of one of the schools of the School District (unless compelling reasons justify an alternate appointment methodology.) The member so appointed shall serve an initial term until the last day of his or her employment as a principal of one of the schools of the School District or until the date which is two (2) years after his or her appointment by the Board of Trustees, whichever first occurs, and until a successor is appointed.
- Teacher from one of the schools of the School District (unless compelling reasons justify an alternate appointment methodology.) The member so appointed shall serve an initial term until the last day of his or her employment as a teacher of one of the schools of the School District or until the date which is two (2) years after his or her appointment by the Board of Trustees, whichever first occurs, and until a successor is appointed.

The Superintendent of the School District, members of the Board of Trustees, and the Chief Financial Officer of the School District must be provided notice of all meetings in accordance with the provisions of Section 5.04 of these Bylaws and may attend all meetings of the Board of Directors in accordance with Section 5.03 of these Bylaws. Non-voting ex officio members will serve on the Board of Directors to provide insight and perspective so that the work of this Corporation is aligned with the Charleston County School District mission and vision as stated in the strategic plan.

Other than as specifically set forth herein, changes to the number or composition of the members of the Board of Directors shall require amendment of these Bylaws in accordance with the provisions of Section 8.01 of these Bylaws.

Section 5.03. Meetings. An annual meeting of the Board of Directors shall be held on a date to be determined by the Board of Directors on each calendar year for the purposes of: (a) electing officers; (b) appointing members of committees; (c) addressing legal issues; (d) receiving financial reports; and (e) addressing any other pertinent issues. The Board of Directors shall convene a minimum of four (4) meetings per year. Special meetings of the Board of Directors may be held at any time and place upon the call of the President of the Corporation or upon the written request of any three (3) Directors. For as long as the Corporation is deemed a public body, as defined by the South Carolina Freedom of Information Act codified as Title 30, Chapter 4 of the Code of Laws of South Carolina 1976, as amended (the "Freedom of Information Act."), it shall comply with all applicable provisions and requirements of the Freedom of Information Act. If at any time the Corporation is no longer a public body as defined by S.C. Code 30-4-20(a), the Board of Directors may provide, by resolution, notice of the time and place, either within or without the State of South Carolina, for the holding of regular and special meetings. Directors may be present and participate in meetings via teleconference, videoconference or other form of wire or wireless communication by which all persons participating in the meeting can hear each other at the same time, or via physical attendance.

Section 5.04. Notice. For as long as the Corporation is deemed a public body, as defined by the Freedom of Information Act, all meetings of the Board of Directors will be held in compliance with the South Carolina Freedom of Information Act ("FOIA.") Notice of any meeting, other than an emergency meeting,

will be provided and posted with at least 24-hours' notice. If at any time the Corporation is no longer a public body as defined by S.C. Code 30-4-20(a), regular meetings of the Board of Directors may be held without notice. Special meetings of the Board of Directors must be preceded by at least two days' notice to each director of the date, time and place, but not the purpose, of the meeting. Seven days' notice of a Board of Directors meeting shall be provided to each director if required under Section 33-31-822 of the Act. Notice may be communicated in person, by telephone, electronic mail, telegraph, teletype or other form of wire or wireless communication or by mail or private carrier or any other lawful means. A Director's attendance at or participation in a meeting waives any required notice of the meeting, unless the Director upon arriving at the meeting (or prior to the vote on a matter not properly noticed in conformity with the law or the Corporation's Articles of Incorporation or these Bylaws) objects to and does not thereafter vote for or assent to the objected to action. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning.

Section 5.05. Quorum. Attendance by a majority of the number of Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at that meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Attendance via teleconference, videoconference or other form of wire or wireless communication by which all persons participating in the meeting can hear each other at the same time, or via physical attendance shall constitute "attendance" for purposes of determining whether a quorum is present. Ex-officio members are not included in the calculation of a quorum.

Section 5.06. Manner of Acting. Except as otherwise provided by law or in this Section, the affirmative vote 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. The Board of Directors shall act in accordance with the provisions of Section 33-31-831 of the Act in the event of a Director conflict of interest or potential conflict of interest.

Section 5.07. Vacancies. Except as otherwise required by law or by the Corporation's Articles of Incorporation or these Bylaws, in the event of a vacancy on the Board of Directors of the Corporation during Phase 1, the Board of Trustees shall appoint a member to the Board of Directors to fill such vacancy in the same manner as provided above in Section 5.02. In the event of a vacancy on the Board of Directors of the Corporation during Phase 2, the Board of Directors shall appoint a member to the Board of Directors to fill such vacancy in the same manner as provided above in Section 5.02.

Section 5.08. Removals and Resignations. During Phase 1, any Director may be removed at any time with or without cause by a majority vote of the Board of Trustees. During Phase 2, any Director may be removed at any time with or without cause by a majority vote of the Board of Directors. Removals shall be implemented in accordance with the provisions of Section 33-31-809 of the Act. A Director may resign; provided, however, such resignation shall be in accordance with the provisions of Section 33-31-807 of the Act.

Section 5.09. Informal Action by Directors. To the fullest extent permitted by the Act and the Freedom of Information Act, action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by written consent by all members of the Board of Directors.

Section 5.10. Committees. The Board of Directors then in office may create one or more committees of the Board of Directors, including an Executive Committee, and appoint members of the Board of Directors to serve on them. Each committee must have two or more members. All committee members shall serve at the pleasure of the Board of Directors. Committee appointments shall be for a one-year term. The Executive Committee shall consist of the officers of the Board of Directors and may include additional individuals as determined appropriate by the President of the Board of Directors. The sections of these Bylaws that govern meetings, action without meetings and notice and waiver of notice requirements of the Board of Directors apply to committees of the Board of Directors and their members as well. To the extent specified by the Board of Directors, between meetings of the Board of Directors and subject to such limitations as may be required by law, the Corporation's Articles of Incorporation or these Bylaws or imposed by resolution of the Board of Directors, such committees may exercise all of the authority of the Board of Directors in the management of the Corporation, except that a committee may not authorize distributions; approve or recommend to the Board of Directors dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; elect, appoint or remove Directors or fill vacancies on the Board of Directors or on any of its committees; or adopt, amend or repeal the Articles of Incorporation or these Bylaws.

Meetings of the committees may be held at any time on call of the President or a majority of the members of the committee. A majority of the members shall constitute a quorum for all meetings. Committees shall keep minutes of their proceedings and submit them to the next succeeding meeting of the Board of Directors for approval.

Section 5.11. Compensation; Reimbursement. The Board of Directors shall receive no compensation for service on the Board of Directors; however, the Board of Directors may determine to allow the Directors to receive reimbursement for reasonable expenses incurred in performing duties or attending meetings required as a member of the Board of Directors of the Corporation.

Section 5.12. Term Limits. A Director shall serve a term of three (3) years. After serving two consecutive three (3) year terms, a Director shall be ineligible for a term of one (1) year, after which they may be eligible for reappointment.

ARTICLE VI OFFICERS

Section 6.01. General. The officers of the Corporation shall be vested with authority to administer and implement duties, responsibilities and directives in conformity with their respective offices in furtherance of the purposes set forth in the Bylaws and the Corporation's Articles of Incorporation.

Section 6.02. Number. The officers of the Corporation shall be a President, a Vice President, a Treasurer and a Secretary and such other officers and assistant officers as the Board of Directors shall deem necessary or desirable. A single individual may not serve as more than one officer of the Corporation.

Section 6.03. Appointment of Officers. The officers of the Corporation shall be appointed annually by the Board of Directors at the annual meeting of the Board of Directors or at such time or times as the Board of Directors shall determine, and each officer so appointed shall serve until his or her successor is appointed.

Section 6.04. Removal. Any officer or agent appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6.05. Vacancies. A vacancy in an office because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired portion of the term by a person designated by the Board of Directors.

Section 6.06. President. The President shall, when present, preside at all meetings of the Board of Directors. He/she may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.07. Vice President. The Vice President shall familiarize him/herself with the affairs of the Corporation, and shall have such powers and perform such duties as may be prescribed from time to time by the President or the Board of Directors. At the request of the President or, in the event of the absence or disability of the President, at the request of the Board of Directors, the Vice President may act temporarily in the place of the President and when so acting shall possess all the powers of and perform all the duties of that officer.

Section 6.08. Treasurer. The Treasurer shall select such bank(s) or other depository(ies) wherein shall be deposited and maintained all payments, contributions, donations and dues accepted by the Board of Directors. The Treasurer shall maintain (a) accurate and complete books and records of account; (b) custody and responsibility for the property and funds of the Corporation and (c) control over the Corporation's bank account(s).

Section 6.09. Secretary. The Secretary shall (a) keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; (e) authenticate records of the Corporation

when such authentication is required; and (f) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 6.10. Compensation. The officers of the Corporation shall receive no compensation for service as an officer; however, the Board of Directors of the Corporation may determine to allow the officers to receive reimbursement for reasonable expenses incurred in performing duties or attending meetings required as an officer of the Corporation.

Section 6.11. Bonds. Any or all officers and agents shall, respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE VII INDEMNIFICATION

Section 7.01. Authority. The Corporation shall to the fullest extent permitted by the Act indemnify all persons whom it may indemnify pursuant thereto so long as such persons have conducted themselves in good faith and reasonably believed their conduct not to be opposed to the Corporation's best interests.

Section 7.02. Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who, while a Director, officer, employee or agent of the Corporation is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against liability asserted against or incurred by him in that capacity or arising from his or her status as such, whether or not the Corporation would have the power to indemnify him against the same liability under S.C. Code Ann. § 33-31-851 and § 33-31-852, as amended.

ARTICLE VIII AMENDMENTS; SEVERABILITY; CONFLICTS

Section 8.01. Amendment of Articles of Incorporation; Amendment or Repeal of Bylaws. The Corporation's Articles of Incorporation and Sections 3.01, 3.02, 3.04, 5.02, 10.01, 10.02, and this Section 8.01 of these Bylaws may only be amended with the approval of the Board of Trustees of the School District and the approval of the Board of Directors. These Bylaws, other than the sections referenced in the preceding sentence, may be amended, repealed or replaced, only upon the approval of not less than two-thirds (2/3) of the members of the Board of Directors of the Corporation, in accordance with Sections 33-31-1001 through 33-31-1030 of the Act, as amended.

Any notice of meetings of the Board of Directors at which the Articles of Incorporation are to be amended, or these Bylaws are to be amended or repealed or new Bylaws adopted shall include notice of such proposed action and shall contain or be accompanied by a copy or summary of the proposed amendment.

Section 8.02. Severability. If any provision of these Bylaws or the application thereof to any person or circumstance 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 to be affected thereby shall continue to be complied with and enforced to the greatest extent permitted by law.

Section 8.03. Articles of Incorporation. The Corporation's Articles of Incorporation and the Act (as either may be amended from time to time) are incorporated herein by reference. Any conflict between the terms of these Bylaws, the Corporation's Articles of Incorporation or the Act shall be resolved in the following order: (1) the Act; (2) the Corporation's Articles of Incorporation; and (3) these Bylaws.

ARTICLE IX REGULATION

The regulation of the business and conduct of the affairs of the Corporation shall conform to federal and state income tax laws and any other applicable federal and state law, and such regulation shall be determined by these Bylaws, as they may be amended from time to time. In the interpretation of these Bylaws, wherever reference is made to the Internal Revenue Code, the South Carolina Code or any other statute, or to any section thereof, such reference shall be construed to mean such code, statute or section thereof, and the regulations thereunder, as the case may be, as heretofore or hereafter amended or supplemented or as superseded by laws covering equivalent subject matter.

ARTICLE X DISSOLUTION

Section 10.01. Procedure for Dissolution. The Corporation may be dissolved and its business and affairs terminated upon approval by a vote of at least two-thirds of the Board of Trustees of the School District or a vote of at least two-thirds of the Directors in office at the time the dissolution is approved at a meeting of which written notice was mailed to the School District Board of Trustees and each Director at least ten days previously thereto. Such notice shall state the purpose of the proposed meeting. After dissolution is approved, Articles of Dissolution shall be filed with the Secretary of State.

Section 10.02. Distribution of Corporate Assets. Upon dissolution of the Corporation and after all its debts and expenses have been paid, all its assets which may be legally so distributed shall be distributed to the School District exclusively for public purposes as provided in the Corporation's Articles of Incorporation. Any such asset not so disposed of for any reason shall be turned over to one or more organizations which are governmental entities or exempt organizations described in Sections 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law.

ARTICLE XI MISCELLANEOUS

Section 11.01. Corporation's Fiscal Year. The fiscal year of the Corporation shall end on June 30 of each calendar year unless otherwise determined by the Board of Directors. Section 11.02. Notices. Except as otherwise provided by law, whenever any notice is required to be given to any Director of the Corporation under the provisions of the South Carolina Code, or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, and delivered to the Corporation for inclusion or filing with the minutes or corporate records, shall be equivalent to the giving of such notice.