Adopted June 27, 2017

AMENDED AND RESTATED BYLAWS OF

LEGACY EARLY COLLEGE

ARTICLE I.

NAME

1.1 Name. The name of the corporation is Legacy Early College.

1.2 Non-Profit Corporation. The corporation is a non-profit corporation organized under the laws of the State of South Carolina.

1.3 Purpose. This corporation is organized exclusively for charitable and educational purposes. Specifically, the corporation is organized for the purpose of operating a charter school pursuant to the South Carolina Charter School Act. The corporation may not engage in any activity not necessarily incident to the foregoing specific purpose. No part of the net earnings or initial capital of the corporation shall inure to the benefit of or be distributable to any of its directors or officers, or other private persons.

ARTICLE II.

OFFICES

2.1 Principal Office. The original principal office of the corporation shall be within the State of South Carolina and shall be located in the County of Greenville, South Carolina. The board of directors may change the location of the principal office in accordance with Section 33-31-505 of the South Carolina Non Profit Corporation Act. The corporation may have such other offices, either within or without the State of South Carolina, as the board of directors may designate or as the business of the corporation may require.

2.2 Registered Office and Agent. The registered office of the corporation, required by Section 33-31-501 of the South Carolina Non Profit Corporation Act, must be the same address as that of the registered agent of the corporation. The agent must be either an individual who is a resident of South Carolina, a domestic business or nonprofit corporation, or a foreign business or non profit corporation authorized to transact business in South Carolina. The registered office or registered agent may be changed from time to time, in accordance with Section 33-31-502 of the South Carolina Non Profit Corporation Act.

3.7 Committees.

(a) Creation of Committees.

The board of directors may create one or more committees for the corporation. Each committee must have two or more members, who serve at the pleasure of the board of directors.

(b) Selection of Committee Members.

The creation of a committee and appointment of individuals to it must be approved by a majority of all the directors in office when the action is taken.

3.8 Regular Meetings. An annual meeting of the board of directors shall be held and the board of directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. The regular meetings may be held in or out of the State of South Carolina. The board may permit any or all directors to participate in a regular meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other simultaneously during the meeting. A director participating in meeting by this means is deemed to be present at the meeting.

3.9 Special Meetings. Unless otherwise provided in the articles of incorporation, special meetings of the board of directors may be called by or at the request of the chairman of the board, the president or a majority of the board of directors. The person authorized to call special meetings of the board of directors may fix any place, only within the County of South Carolina where this corporation has its principal office, as the place for holding any special meeting of the board of directors. Such meeting may be held by telephone.

3.10 Call and Notice of Meetings. Unless the articles of incorporation provide otherwise, regular meeting may be held without notice. Unless otherwise provided, special meetings of the board of directors must be preceded by at least two days' notice to each director of the date, time, place, and purpose of the meeting. A board action to remove a director is not valid unless each director is given at least seven days' written notice that the matter will be voted upon at a directors' meeting or unless notice is waived.

3.11 Waiver of Notice. A director may waive notice of a meeting. The waiver must be in writing, signed by the director entitled to the notice and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director objects to lack of notice and does not thereafter vote for or assent to the objected to action.

3.12 Quorum and Voting. Unless otherwise provided, a quorum of directors consists of a majority of the directors in office immediately before a meeting commences. In no event may the articles or bylaws authorize a quorum of fewer than three directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board.

4.4 The Vice Presidents. If appointed, in the absence of a president or in the event of her or his death, inability or refusal to act, the vice president(s) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. If there is no vice president, then the treasurer shall perform such duties of the president. Any vice president shall perform such other duties as from time to time may be assigned to her or him by the president or by the board of directors.

4.5 The Secretary. The secretary shall: 1) keep the minutes of the proceedings of the board of directors in one or more books provided for that purpose; 2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; 3) be custodian of the corporate records and of any seal of the corporation, see that it is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; 4) when requested or required, authenticate any records of the corporation; and 5) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to her or him by the president or by the board of directors.

4.6 The Treasurer. The treasurer shall: 1) have charge and custody of and be responsible for all funds and securities of the corporation; 2) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors; and 3) in general, perform all of the duties incident to the office of the treasurer and such other duties as from time to time may be assigned to her or him by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of her or his duties in such sum and with such surety or sureties as the board of directors shall determine.

ARTICLE V.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

5.1 Indemnification of Directors. The corporation shall indemnify any individual made a party to a proceeding because she or he is or was a director of the Corporation against liability incurred in the proceeding to the fullest extent permitted by law.

5.2 Indemnification of Officers. The board of directors may indemnify and advance expenses to any officer of the corporation, who is not a director of the corporation, pursuant to Section □33-31-852 and is entitled to apply for court-ordered indemnification under Section 33-31-854 to the same extent as a director.

LEGACY EARLY COLLEGE

CONFLICT OF INTEREST POLICY

Article I
Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (the "Corporation's") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. **Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. **Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement.
b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures

1. **Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to

a. 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.
b. 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 with the proceedings.

Article V
Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
b. 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.
c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,
b. Has read and understands the policy,
c. Has agreed to comply with the policy, and
d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

The Legacy Charter School

Amendment of Bylaws

The name and address of the Corporation is changed throughout the Bylaws as follows:
LEGACY CHARTER SCHOOL
900 Woodside Avenue
Greenville, SC 29611

Article IV, Section 3 of the Bylaws is hereby amended so that it shall read, in its entirety, as follows:

> "3. Number and Selection. The Board shall consist of between nine and fifteen individuals, at least 50 % of whom shall be designated Elected Directors and the remaining directors shall be designated Appointed Directors. All Directors shall serve for a term of two years. In May, 2013, the existing Board shall appoint between five and seven Appointed Directors by majority vote and an equal or greater number of Elected Directors shall be elected by the employees of the School and the parents or guardians of students enrolled in the School, with parents or guardians having one vote for each student enrolled in the School. Thereafter, appointment/election of the membership of the Board shall take place biennially. Upon the expiration of the term of an Appointed Director, the vacancy shall be filled by majority vote of the existing Appointed Board members. Upon the expiration of the term of an Elected Director, the vacancy shall be filled by an individual elected by the employees of the School and the parents or guardians of students enrolled in the School, with parents or guardians having one vote for each student enrolled in the School. At least half of the members of the Board must have a background in K-12 education or in business. All Board members must be South Carolina residents and no person who has been convicted of a felony may serve as a Board member."

Article IV, Section 11 of the Bylaws is hereby amended so that it shall read, in its entirety, as follows:

> "11. Vacancies. In the event a Board Member ceases to serve before the expiration of his or her term, the vacancy may be filled by majority vote of the remaining Board members.