

**BYLAWS OF**  
**MIDLANDS STEM INSTITUTE, INC.**

ARTICLE 1  
Offices

Section 1. Principal Office.

Midlands Science, Technology, Engineering, and Mathematics Institute (MSI) may have such offices as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

Section 2. Registered Office and Registered Agent.

MSI shall maintain a registered office and registered agent in the State of South Carolina. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the South Carolina Secretary of State's Office pursuant to the provisions of South Carolina Code.

Section 3. Mission.

The mission of the MSI is to produce academically and physically fit STEM proficient students. MSI is dedicated to helping each student discover and develop his or her own unique abilities, master academic standards that support future success, and establish values and qualities that lead to healthy lifestyles, productive citizenship, and leadership in a global society. MSI will focus on essential learning opportunities, with an emphasis on diversified STEM curriculum that will meet the varied needs of all learners through hands-on learning opportunities.

MSI will maintain a commitment to excellence in curriculum, instruction, accountability and communication, and will work in partnership with its sponsoring authority, and according to the terms of its charter school contract.

Section 4. Purpose and Powers of Corporation.

1. The purpose for which MSI is organized is to operate exclusively for charitable, educational and literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (hereinafter, the "Internal Revenue Code").

2. This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

3. No part of the net earnings shall inure to the benefit of or be distributed to its directors, trustees, officers, members, or other private persons, except that MSI shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in this Article I. No substantial part of the activities of MSI shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and MSI shall not participate in, or intervene in, a political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, MSI shall not carry on any other

activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

4. The powers and purposes of this Corporation shall, at all times, be so construed and limited as to enable this Corporation to qualify as a not-for-profit organization and a corporation described in Section 501(c)(3) of the Internal Revenue Code, and it shall have all power and authority as set forth in applicable sections of the South Carolina Code.

5. Pursuant to the SCCS Act and federal law, upon dissolution of MSI, the Board of Directors shall, after paying or making provision for the payment of all liabilities of MSI, return to the Department any funds received from the South Carolina Department of Education and required to be returned not more than thirty (30) days after dissolution. All remaining assets of MSI shall be distributed consistent with the purposes of MSI to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, in such manner as the Board of Directors shall determine.. Any assets attained through restricted agreements with a donor through awards, grants or gifts must be returned to the entity, if such entity is a legal non-profit entity. If multiple donors are involved or limited assets available, assets shall be prorated as necessary. All other assets of the Corporation shall become the property of the school district which is the Sponsor of the charter school. .

## ARTICLE II

### Board of Directors

#### Section 1. General Powers.

The affairs of MSI shall be managed by its Board of Directors.

#### Section 2. Number and Qualifications of Directors.

(a) Number. The number of directors shall be seven (7) and comply with Section 59-40-50 of the South Carolina Charter Schools Act of 1996 and shall serve for the term provided in Section 3 of this Article. No amendment of this section shall reduce the number of directors to less than the number required by the South Carolina Nonprofit Corporation Act of 1994 (or corresponding provisions of any successor statute) (hereinafter, the “Nonprofit Corporation Act”), and the South Carolina Charter School Act, which at the time of adoption of these bylaws is seven (7).

(b) Qualifications. All members of the board must be residents of the State of South Carolina. A person who has been convicted of a felony must not be elected to a board of directors. Three members of the board will be recommended by the Board Development Committee and voted on by the entire board of directors. Four members of the board will be voted on by the stakeholders of the school

(i) At least one (1) director shall be the parent of at least one student who is enrolled in MSI’s educational program

(ii) At least two (2) directors shall be generally recognized community leaders in the geographic area served by MSI, as determined at the discretion of the Board Development Committee.

(iii) At least one (1) director shall be currently employed as a teacher who is not employed by MSI, college instructor in the area of education, or an individual who has served in those capacities, or who otherwise has significant expertise in education, as determined in the discretion of the Board of Directors.

### Section 3. Election and Term.

(a) Method of Election. Directors shall be elected by the stakeholders (employees and parents) of MSI in an open election that shall be publicly announced via their website by October 1<sup>st</sup> of each year. In the election of directors, the parents of each enrolled student shall have one vote per student enrolled in MSI; parents and guardians within each family shall determine who will cast that vote. Each employee of the MSI shall have one vote. The elected Members of the Board shall be elected by a plurality of the votes cast. Eligible voters will vote on a slate presented by the Board Development Committee and approved by the board. Elections will be held on the first Tuesday in November each year. Starting in 2016 two (2) directors will run for elections and 1 director will be appointed by the board of directors and in 2017 two (2) directors will run for elections and two (2) directors will be appointed by the board. Ballots and an envelope will be sent home with the students one week before Election Day and be accepted up to 6PM on Election Day. Ballots will be received in the school and placed in a locked box until 6PM on the Election Day. Ballots will be opened at 6PM on election night in a public meeting and counted by the board attorney.

(b) Term of Office.

The term of office of each director shall be two (2) years.

### Section 4. Resignation.

A director may resign at any time by filing a written resignation with the Chairperson or the Secretary of MSI. Such resignation shall be effective upon receipt of the written notice of resignation.

### Section 5. Removal.

Any member of the Board may be removed at any time with cause at any meeting of the Board by a majority vote of the Board of Directors called for that purpose. Cause will be considered failure to organize or neglect of duty, abandoning his or her duties and responsibilities, conduct prejudicial to the interests of the school, or failure to act in the best interest of schools students and faculty, according to the SCCS Act. Members of the Board are expected to attend at least seventy-five percent (75%) of all Board meetings and seventy-five percent (75%) of meetings of the committee or committees on which he or she has agreed to serve. Failure to attend meetings as outlined herein may be cause for removal of a member of the Board. A member of the Board shall be removed for conviction of a felony crime or a crime of moral turpitude. A member of the board who has been removed shall be prohibited from running for future Board positions.

### Section 6. Vacancies.

In the event a vacancy occurs in the Board of Directors from any cause, including a decrease in the number of directors, a replacement director may be elected by the Board of Directors of MSI to serve until the next annual election of directors.

### Section 7. Annual Meeting.

The annual meeting of the Board of Directors shall be held in the month of November at such time and place as the Board of Directors may determine, for the purpose of electing directors and transacting such other business as may come before the meeting.

#### Section 8. Regular Meetings.

In compliance with the South Carolina Freedom of Information Act (the “Freedom of Information Act”) and the South Carolina Schools Act, the Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution. Notice of the scheduled meetings will be provided to the public as required by the Freedom of Information Act. The Board of Directors reserves the right to hold a duly convened meeting at an alternate location should the stated time and place for regular meetings be unavailable for reasons beyond the control of the Board. Notice will be given 24 hours in advance in the event of a change in venue.

#### Section 9. Special Meetings.

Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the Freedom of Information Act, on the call of the Chairperson or Secretary, and shall be called by the Secretary on the written request of any two (2) of the directors. Notice to the public will be given 24 hours in advance of such meeting.

#### Section 10. Meetings By Telephone or Other Communication Technology.

(a) Except as otherwise may be provided in the Freedom of Information Act or other relevant South Carolina laws, directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, telephone or any other means of communication by which all participating directors and all members of the public physically present at the place where the meeting is conducted may simultaneously hear each other during the meeting.

(b) If a meeting will be conducted through the use of any means described in Subsection (a), all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by any means described in Subsection (a) is deemed to be present in person at the meeting. The minutes of the meeting shall state the name of each member who was physically present, who participated by communication described in Subsection (a), and who was absent.

#### Section 11. Notice and Waiver of Notice.

##### (a) Notice.

Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally or by written notice given by other than personal delivery at least two (2) days prior thereto. Notice shall be given in one of the methods described in Article III hereof. The purpose of and the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

##### (b) Waiver of Notice.

Whenever any notice whatsoever is required to be given under the provisions of the Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of MSI, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### Section 12. Quorum.

A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any 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 without further notice.

#### Section 13. Manner of Action.

The act of a 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 Nonprofit Corporation Act, the Articles of Incorporation, or the Bylaws.

#### Section 14. Action by Written Consent of Directors.

Except as otherwise may be provided in the Nonprofit Corporation Act or any other relevant law, any action required by the Articles of Incorporation or Bylaws of MSI, or any provision of the Nonprofit Corporation Act, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors taken at a meeting.

#### Section 15. Presumption of Assent.

A director of MSI who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by email to the Secretary of MSI immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

#### Section 16. Compensation.

Directors of MSI shall not receive compensation for serving as directors, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of MSI. In addition, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

#### Section 17. Committees.

The Board of Directors, by resolution, may create committees having such powers as are then permitted by the Nonprofit Corporation Act and as are specified in the resolution. Committees are created for the sole purpose of supporting the mission of Midlands STEM Institute, and are not designed

to regulate the day-to-day operations of the school functions. When the purpose of the committee has been achieved, the committee must be, thereby, dissolved.

Section 18. Open Meetings.

The Board of Directors shall comply with the Freedom of Information Act. The Board of Directors may hold an executive session in accordance with the Act upon majority vote authorizing such action.

Section 19. Conflict of Interest.

All officers, directors and employees of MSI shall comply with MSI's Conflict of Interest Policy as adopted by resolution of the Board of Directors.

ARTICLE III

Methods of Giving Notice

Notice of any annual or special meeting of directors, and any other notice required to be given under these Bylaws or the Midlands STEM Institute will be communicated to the public in compliance with the Freedom of Information Act and may be communicated to the Directors in person, by telephone, telegraph, teletype, facsimile, email or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following:

- (a) When received,
- (b) Five days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed.
- (c) On the date shown on the return receipt, if sent by registered, email or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

ARTICLE IV

Officers

Section 1. Number.

The principal officers of MSI shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. Officers shall be members of the Board of Directors.

Section 2. Election and Term of Office.

The officers of MSI shall be elected annually by the Board of Directors at its annual November meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office from the close of the annual meeting, or the regular or special meeting at which officers were elected if elections were not held at the annual

meeting, until the next annual meeting or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, resignation, or removal.

### 3. Removal.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of MSI will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

### Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by appointment of the Board of Directors for the unexpired portion of the term.

### Section 5. Number of Officers.

The officers of the Corporation shall be a President, Vice President, a Secretary, and a Treasurer. The aforementioned officers must be members of the Board. The officers shall perform such duties as usually pertain to the offices which they hold or as may be assigned to them by the Board of Directors.

### Section 6. Election of Officers.

The President, Vice President, Secretary, and Treasurer of the Board shall be elected annually by the Board of Directors at the designated Annual Meeting of the Board. Officers shall be elected by a plurality of the votes cast by the Members of the Board and may succeed themselves. Each person elected as an officer shall continue in office until the next annual meeting after his/her election or until his/her successor shall have been duly elected and qualified, or until his/her earlier death or resignation, in accordance with the Bylaws. Vacancies of officers caused by death, resignation, or decrease in the number of officers may be filled by a majority vote of the Board at a special meeting called for that purpose or at any regular meeting.

### Section 7. Additional Officers and Agents.

The Board, at any meeting, may, by resolution, appoint such additional officers and such agents and determine their term of office and compensation, if any, as it may deem advisable. The Board may delegate to any officer or committee the power to appoint such subordinate officers, agents, or employees and to determine their terms of office and compensation, if any.

(a) have the oversight responsibility for all funds and securities of MSI, and for moneys due and payable to MSI from any source whatsoever, including the deposit of such moneys in the name of MSI in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and

(b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.

### Section 8. Additional Officers.

Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

### Section 9. Compensation.

Officers of MSI shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of MSI. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

## ARTICLE V

### Indemnification

#### Section 1. Mandatory Indemnification.

MSI shall, to the fullest extent permitted or required by the Nonprofit Corporation Act , including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires MSI to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all liabilities, and advance any and all reasonable expenses incurred thereby in any Proceeding to which any Director, Officer or Charter Committee Member is a Party because such Director, Officer or Charter Committee Member is a Director, Officer or Charter Committee Member of MSI. MSI may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors, Officers, or Charter Committee Members hereunder or to such further extent as shall be permitted under applicable law. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which such Director, Officer or Charter Committee Member may be entitled under any written agreement, Board resolution, the Nonprofit Corporation Act, the Articles of Incorporation or otherwise.

#### Section 2. Permissive Supplementary Benefits.

MSI may, but shall not be required to, supplement the foregoing right to indemnification against liabilities and advancement of expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not MSI would be obligated to indemnify or advance expenses to such Director, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

## ARTICLE VI

### Fiscal Year

The fiscal year for MSI shall run July 1 to June 30 annually.

## ARTICLE VII

### Seal

MSI has no corporate seal.

## ARTICLE VIII

### Corporate Acts, Loans, and Deposits

#### Section 1. Corporate Acts.

The Chairperson plus any one of the Vice Chairperson, the Secretary or the Treasurer shall have authority to sign, execute and acknowledge on behalf of MSI, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of MSI's regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by South Carolina law or directed by the Board of Directors, the Chairperson may authorize in writing any officer or agent of MSI to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of MSI is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of MSI, provided, however, that an attestation is not required to enable a document to be an act of MSI.

#### Section 2. Loans.

No moneys shall be borrowed on behalf of MSI and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

#### Section 3. Deposits.

All funds of MSI, not otherwise employed, shall be deposited from time to time to the credit of MSI in such banks, investment firms or other depositories as the Board of Directors may select.

## ARTICLE IX

### Amendments

#### Section 1. By the Directors.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board of Directors at any regular or special meeting thereof, and subject to sponsor approval. The exclusive authority to amend the Bylaws shall at all times be vested with the Board of Directors.

#### Section 2. Implied Amendment.

Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect, but is taken or authorized by affirmative vote of not less than the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.