

**NONPROFIT BYLAWS WITH MEMBERS
BYLAWS
OF
Ocean Bay Middle School PTO, Inc.,
a South Carolina Non-profit Corporation
April 19, 2016**

**ARTICLE 1
PURPOSE, OFFICES, AND REGISTERED AGENT**

Section 1.01 Purpose.

The purpose of the Corporation shall be to aid students of Ocean Bay Middle School in achieving their fullest potential by providing educational and personal enrichment, and by encouraging the cooperative interaction of parents, teachers, and the community. In providing this enrichment, the organization shall support the students by engaging in fundraising projects, supporting various student enrichment activities, providing a forum for parent teacher and student interaction through community events and promoting open communication between these individuals, Ocean Bay Middle School and the community as a whole. The organization will also be permitted to do all things necessary or convenient, and not inconsistent with law, to further these goals.

The purpose of the Corporation is exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Members (if any), trustees, Directors, Officers, or other private persons, except that the Corporation 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 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, and the Corporation shall not otherwise attempt to influence legislation. The Corporation shall not participate in, or intervene in, political campaigns on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

Section 1.02 Principal Office.

The Corporation shall maintain its Principal Office as required by the South Carolina Nonprofit Corporation Act of 1994, as amended (the "Act"), in the City of Myrtle Beach, 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 (the "Principal Office").

Section 1.03 Registered Office.

The Corporation shall 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 (the "Registered Office"). 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.

Section 1.04 Other Offices.

The Corporation may have such other offices within and without the State of South Carolina as the business of the Corporation may require from time to time. The authority to establish or close such other offices may be delegated by the Board of Directors to one or more of the Corporation's Officers.

Section 1.05 Registered Agent.

The Corporation shall maintain a Registered Agent as required by the Act who shall have a business office at the Corporation's Registered Office. 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 shall be the Corporation's Secretary.

Section 1.06 Filings.

In the absence of directions from the Board of Directors to the contrary, the Secretary of Corporation shall cause the Corporation to maintain currently all filings in respect of the Principal Office, Registered Office and Registered Agent with all governmental officials as required by the Act or otherwise by law.

ARTICLE II MEMBERS

Section 2.01 Criteria for Membership.

All parents, step-parents and legal guardians of students currently enrolled and teachers, administrative staff, and support staff of Ocean Bay Middle School shall be voting members of the PTO. The PTO will not discriminate in membership or treatment on the basis of race, color, religion, sex, national origin, age sexual orientation or disability.

Section 2.02

Procedures for Becoming a Member. A person may become a member by being invited to an initial meeting.

Section 2.03 Consideration.

The Corporation may admit Members for such consideration as is determined by the Board of Directors.

Section 2.04 Dues.

No dues shall be collected.

Section 2.05 Annual and Regular Meetings.

An annual meeting of the Corporation's Members shall be held once each calendar year for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the President or the Board of Directors from time to time. In the absence of any such designation, the annual meeting shall be held at the Corporation's Principal Office at the hour of ten o'clock in the morning on the second Tuesday of the sixth month following the Corporation's fiscal year-end; but if that day shall be a holiday under federal or South Carolina law, then such annual meeting shall be held on the next succeeding business day. In the event of any conflict between any such designation, the annual meeting shall be held at the time and place designated by the Board of Directors; provided however, any notice changing the time or place of the meeting shall be effective only if timely received by the Members in accordance with Section 2.08 hereof. Unless the Act, the Bylaws, or the Corporation's Articles of Incorporation ("Articles") require otherwise, notice of the annual meeting need not include a description of the purpose for which the meeting is called. Pursuant to Section 33-31-705(c)(2) of the Act as amended, notice of an annual or regular meeting at which the Members may approve the following shall include a description of such matter: amending the Articles; amending the Bylaws; merging the Corporation; selling the Corporation's assets other than in the regular course of activities dissolving the Corporation.

Section 2.06 Special Meetings.

Special meetings of the Corporation's Members may be demanded and called for any one or more lawful purposes by the Corporation's President, or a majority of the Directors.

Section 2.07 Notice of Meetings, Waiver of Notice.

Oral or written notice of all meetings of Members shall be given no fewer than ten (10) days, or if notice is mailed by other than first class or registered mailed, thirty (30) days, nor more that sixty (60) days before the meeting date by any method permitted under the Act, to all Members of record entitled to vote at such meeting; provided, however, the date upon which such notice shall be deemed effective shall be determined in accordance with Section 2.09 hereof.

Section 2.08 Effective Date of Member Notice.

An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner. Written notice, if in comprehensible form, is effective at the earliest of the following:

When received:

Five (5) days after its deposit in the United States mail, if mailed correctly addressed with

First class postage affixed;

On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed.

Written notice is correctly addressed to a Member if addressed to the Member's address shown in the Corporation's current list of Members. A written notice or report delivered as part of a newsletter, magazine or other publication regularly sent to Members constitutes a written notice or report if addressed or delivered to the Member's address shown in the Corporation's current list of Members, or in the case of Members who are residents of the same household and who have the same address in the Corporation's current list of Members, if addressed or delivered to one of such Members, at the address appearing on the Corporation's current list of Members. If notice is given by telegram, the notice shall be deemed delivered when the telegram is delivered to the telegraph company and the transmission fee therefore is paid. If notice is given by telecopier facsimile transmission, notice shall be deemed delivered when the facsimile of the notice is transmitted to a telecopier facsimile receipt number designated by the receiving Member, if any, so long as such Member transmits to the sender an acknowledgment of receipt. If the notice is given by electronic mail transmission, the notice shall be deemed delivered when the notice is transmitted to an electronic mail address designated by the Member, if any, so long as such Member transmits to the sender an acknowledgement of receipt.

Section 2.09 Members of Record

For the purpose of determining Members entitled to vote at any meeting of Members, or in connection with any other proper purpose requiring a determination of Members, the Board of Directors shall by resolution fix a record date for such determination. The record date set by the Board of Directors shall be not more than seventy (70) days, and not less than the last day for timely giving notice, before the meeting or action requiring a determination of Members is to occur. If the Board of Directors fails to set a record date, the Members at the close of business on the business day on which notice is given or, if

notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of the meeting and to vote thereat. The Members of record appearing in the books of the Corporation at the close of business on the record date so fixed shall constitute the Members in respect of the activity in question. A determination of Members of record entitled to notice of or to vote at a meeting of a new date for determining the right to notice or the right to vote, which is must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the record date for determining Members entitled to notice of the original meeting.

After fixing a record date for notice of a meeting, the Corporation shall prepare an alphabetical list of names of all Members who are entitled to notice of the meeting and shall list the Members by classification of membership, if any. The list shall show the address and number of votes each Member is entitled to vote at the meeting. The Corporation shall prepare on a current basis through the time of the membership meeting a list of Members, if any, who are entitled to vote at the meeting but not entitled to notice of the meeting. This list must be prepared on the same basis and be part of the list of Members. Such list of Members shall be available for inspection by any Members for purposes of communication with other Members concerning the meeting, beginning the day after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the Corporation's Principal Office. Subject to the limitations of Sections 33-31-720, 33-311602(c) and 33-31-1605 of the Act, as amended, a Member, Member's agent, or Member's attorney shall be entitled on written demand, at the Member's expense, to inspect and copy the list at a reasonable time during the period it is available for inspection. The Corporation shall make the list of Members available at the meeting, and any Member, a Member's agent, or Member's attorney shall be entitled to inspect the list at any time during the meeting or any adjournment. Notwithstanding the foregoing, a Member may inspect and copy the membership list only if (i) his demand is made in good faith and for a proper purpose, (ii) he describes with reasonable particularity his purpose, and (iii) the list is directly connected with his purpose.

Section 2.10 Quorum

Except as may otherwise be required by the Act or the Articles, at any meeting of Members the presence, in person or by proxy, of the holders of:

Ten percent (10%) of the outstanding votes entitled to be cast on the matter shall constitute a quorum on that matter. In the absence of a quorum, a meeting may be adjourned from time to time, in accordance with the provisions concerning adjournments contained elsewhere in these Bylaws. At such adjourned meeting a quorum of Members may transact such business as might have been properly transacted at the original meeting. [*This provision establishes the quorum requirements for members to take action. S.C. Code Ann. §33-31-722. The Nonprofit Act does not set a minimum limit for member quorum requirements.*]

Section 2.11 Transaction of Business.

Business transacted at an annual meeting of Members may include all such business as may properly come before the meeting; provided however, business which, as set forth in the Act or these Bylaw, requires notice of, or waiver of notice by, the Members may only be transacted at an annual meeting of Members if valid notice of such business is given to, or waived by, each Member in accordance with the Act or these Bylaws. Business transacted at a special meeting of Members shall be limited to the purposes stated in the notice of the meeting.

Section 2.12 Voting

Except as may otherwise be required by the Act or the Articles, and subject to the provisions concerning Members of record contained elsewhere in these Bylaws, a Member (or such Member's proxy) present at a meeting of Members shall be entitled to one vote.

For each membership interest as to which such Member is the Member of record. If a membership stands of record in the names of two or more persons, their acts with respect to voting have the following effect: (i) if only one votes, the act binds all, and (ii) if more than one votes, the vote must be divided on a pro rata basis.

In elections of Directors, those candidates receiving the greater number of votes cast (although not necessarily a majority of votes cast) at the meeting shall be elected.

Section 2.13 Adjournments.

A determination of Members of record entitled to notice of or to vote at a meeting of Members is effective for any adjournment of the meeting unless the Board of Directors fixes a new date for determining the right to notice or the right to vote, which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the record date for determining Members entitled to notice of the original meeting.

Section 2.14 Action Without Meeting

To the fullest extent permitted by the Act, Members may take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act. Unless otherwise permitted by the Act, such written consent must be signed by at least eighty percent (80%) of the Members, and delivered to the Corporation for inclusion in the corporate records. Written notice of Member approval pursuant to this section must be given to all Members who have not signed such written consent. If written notice is required, Member approval pursuant to this section shall be effective ten (10) days after written notice is given and effective in accordance with Section 2.09 hereof.

Section 2.15 Action By Written Ballot.

Unless the Articles provide otherwise, any action that may be taken at any annual, regular, or special meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter. Such written ballot shall set forth each proposed action and entitled to vote on the matter. Such written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of response needed to meet the quorum requirements; state the percentage of approvals necessary to approve the matter other than election of Directors; and specify the time by which a ballot must be received by the Corporation in order to be counted. A written ballot may not be revoked.

Section 2.16 Proxies

Unless the Articles provide otherwise, at all meetings of Members, a Member may vote in person or by proxy. A proxy must be in writing executed by the Member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at any time of the meeting. An appointment of a proxy is effective when received by the Secretary or other Officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the proxy form; provided, however, no proxy shall be valid for more than three (3) years from the date of execution. An appointment of a proxy is revoked by the person appointing the proxy (i) attending any meeting and voting in person, or (ii) signing and delivering to the Secretary or other Officer or agent authorized to tabulate votes for the Corporation either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.

Section 2.17 Resignation of a Member.

A Member may resign at any time; provided however, the resignation of a Member does not relieve the Member from any obligations the Member may have to the Corporation as a result of obligations incurred or commitments made before such resignation.

Section 2.18 Termination, Expulsion and Suspension of a Member

Subject to the Act, a Member may be expelled or suspended, and a membership in the Corporation terminated if not less than fifteen (15) days prior written notice, sent by first class or certified mail, of the proposed expulsion, suspension, or termination of a Member and the reason therefore shall be delivered to such Member in accordance with the procedures set forth in Section 2.09 hereof. Such notice shall set forth the date, place, and time such Member shall be given the opportunity to be heard orally by the Members which shall be not less than five (5) days before the effective date of the expulsion, suspension, or termination. Such notice shall also set forth the address to which and date by which such Member may to be heard in writing by the Board of Directors which shall

be not less than (5) days before the effective date of the expulsions, suspensions, or termination. Upon a majority of the Members, the Corporation acting fair and reasonable taking into consideration all of the relevant facts and circumstances, may expel or suspend a Member, or terminate such membership. A Member who has been expelled or suspended shall remain liable to the Corporation for dues, assessments, or fees as a result of obligations incurred or commitments made before such expulsion or suspension.

The Corporation shall not purchase any of its memberships or any right arising therefrom.

Section 2.19 Conduct of Meetings.

The President shall preside at each meeting of Members. In the absence of the President, the meeting shall be chaired by an Officer of the Corporation designated by the Board of Directors. In the absence of all such designated Officer, the meeting shall be chaired by an Officer of the Corporation chosen by the vote of a majority of the Members present in person or represented by proxy at the meeting and entitled to vote thereat. The Secretary or in his or her absence an Assistant Secretary, or in the absence of the Secretary and all Assistant Secretaries a person whom the chairman of the meeting shall appoint, shall act as secretary of the meeting and keep a record of the proceedings thereof.

The Board of Directors of the Corporation shall be entitled to make such rules or regulations for the conduct of meetings of Members as it shall deem necessary, appropriate or convenient. Subject to such rules and regulations of the Board of Directors, if any, such presiding official for the meeting, as designated above, shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such rules, regulations and procedures and to do all such acts as, in the judgment of such presiding official, are necessary, appropriate or convenient for the proper conduct of the meeting, including, without limitation, establishing an agenda or order of business for the meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participation in such meeting to Members of record of the Corporation and their duly authorized and constituted proxies and such other persons as such commencement thereof, limitations on the time allotted to questions or comment by participants, and regulations of the opening and closing of the polls for balloting on matters which are to be voted on by ballot. Unless, and to the extent, determined by the Board of Directors or such presiding official for the meeting, meetings of Members shall not be required to be held in accordance with rules of parliamentary procedure.

ARTICLE III

DIRECTORS

Section 3.01 Authority.

The Board of Directors shall have ultimate authority over the conduct and management of the business and affairs of the Corporation.

Section 3.02 Qualification.

All Directors shall be natural persons.

Section 3.03 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 three (3); and provided further, however, no reduction in the number of Directors shall have the effect of shortening the term of any incumbent Director.

The Corporation shall have the number of Directors specified in the Articles; provided however, no reduction in the number of Directors shall not be less than three (3).

Elected Directors. Five (5) Directors shall be elected by the Members. Each Director shall hold office from the date of such Director's election and qualification until such Director's successor shall have been duly elected and qualified, or until such Director's earlier removal, resignation, death, or incapacity. An election of all Directors by the Members shall be held at the May PTO meeting each year, with nomination to be made in the month previous. A Director may be elected for successive terms.

Section 3.04 Resignation of Directors.

A Director may resign at any time by delivering written notice to the Board of Directors, its presiding Officer, the President, or the Secretary. A resignation is effective when the notice is effective unless the notice specifies a later date. If the resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor do not take office until the effective date.

Section 3.05 Removal.

Any Director elected by the Members may be removed from office, with or without cause, by the Members of the Corporation if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors.

Section 3.06 Vacancies.

The Members, not the Board of Directors, shall elect a new Director to fill any vacancy on the Board of Directors in the same manner and subject to the same restrictions and voting rights as apply to the election of the Director whose removal, resignation, death, or newly created directorship created the vacancy.

If a vacant office was held by an appointed Director, only the person who appointed the Director may fill the vacancy.

Section 3.07 Annual and Regular Meetings.

An annual meeting of the Board of Directors shall be called and held for the purpose of annual organizations, changes in the established number of Directors, if any, appointment of Officers and committees, and transaction of any other business. If such meeting is held promptly after and at the place specified for the annual meetings of Members, no notice of the annual meeting of the Board of Directors shall be held at such time. Otherwise, such annual meeting of the Board of Directors shall be held at such time (at any time prior to and not more than thirty (30) days after the annual meeting of Members) and place as may be specified in the notice of the meeting. The Board of Directors may by resolution provide for the holding of additional regular meetings without notice other than such resolution; provided, however, the resolution shall fix the dates, times, and places (which may be anywhere within or without the State of the Corporation's Principal Office) for these regular meetings. Except as otherwise provided by law, any business may be transacted at any annual or regular meeting of the Board of Directors.

Section 3.08 Special Meetings: Notice of Special Meetings.

Special meetings of the Board of Directors may be called for any lawful purpose or purposes by the President, the presiding Officer of the Board of Directors, or at least twenty percent (20%) of the Directors then in office. The person calling a special meeting shall give, or cause to be given, to each Director at his business address, notice of the date, time and place of the meeting by any means of communication acceptable under the Act not less than two (2) days prior thereto. An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner. Written notice, if in comprehensible form, is effective at the earliest of the following;

1. When received;
2. Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed;
3. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
or
4. Fifteen (15) days after its deposit in the United State mail, if mailed correctly addressed and with other first class, registered, or certified postage affixed.

Written notice is correctly addressed to a Director if addressed to the Director's business address shown in the Corporation's current records. If notice is give by telegram, the notice shall be deemed delivered when the telegram is delivered to the telegraph company and the transmission fee therefore is paid. If notice is given by telecopier facsimile transmission, the notice shall be deemed delivered when the facsimile of the notice is transmitted to a telecopier facsimile receipt number designated by the receiving Director, of notice is given by electronic mail transmission, the notice shall be deemed delivered when the notice is transmitted to an electronic mail address designated by the

Director, if any, so long as such Director transmits to the sender an acknowledgement of receipt. The notice of a special meeting shall describe the purpose of such special meeting. Any time or place fixed for a special meeting must permit participation in the meeting by means of telecommunications as authorized below.

Section 3.09 Waiver of Notice of Meetings.

Notice of a meeting need not be given to any Director who signs a waiver of notice either before or after the meeting. To be effective the waiver shall contain recitals sufficient to identify beyond reasonable doubt the meeting to which it applies. The recitals may, but need not necessarily, include reference to the date and purpose of the meeting and the business transacted thereat. Recital of the proper date of a meeting shall be conclusive identification of the meeting to which a waiver of notice applies unless the waiver contains additional recitals creating a patent ambiguity as to its proper application. The attendance of a Director at a Director's meeting shall constitute a waiver or notice of that meeting, except where the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, these Bylaws, or the Articles, objects to lack of notice and does not thereafter vote or assent to the objected action.

Section 3.10 Participation by Telecommunications.

Any Director may participate in, and be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

Section 3.11 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 shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 3.12 Action.

The Board shall approve and schedule all PTO activities and programs. Committees shall be created by the Board as needed to promote the goals and objectives of the organization and plan the activities of the PTO. The Board shall manage the affairs of the Ocean Bay Middle School PTO between regular PTO meetings.

Section 3.13 Action Without Meeting.

To the fullest extent permitted by the Act, the Board of Directors may take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act. Unless otherwise permitted by the Act, such written consent must be signed by all Directors and included in the minutes filed with the corporate records reflecting the action taken.

Section 3.14 Presumption of Assent.

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (i) such Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting, (ii) the Director votes against the action and the vote is entered in the minutes of the meeting, (iii) the Director's dissent or abstention for the action taken is entered in the minutes of the meeting, or (iv) the Director delivers written notice of dissent or abstention to the presiding Officer of the meeting before its adjournment or the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of such action.

Section 3.15 Committees.

The Board of Directors may from time to time by resolution, adopted in accordance with the Act, designate and delegate authority to one or more committees. Any such committee may be designated as a standing committee appointed annually or as a special committee for specific circumstances or transactions with a limited duration. Each committee shall be composed of two or more Directors, who shall serve at the pleasure of the Board of Directors. Only members of the Board of Directors shall serve as members of such committees. The duties, constitution, and procedures of any committee shall be prescribed by the Board of Directors. The Board of Directors shall designate one member of each committee as its chairman. A committee may not authorize distributions; approve or recommend to Members dissolution, merger, or the sale pledge, or transfer of all or substantially all the Corporation's assets; elect, appoint, or remove Directors or fill vacancies on the board or on any committee; or adopt, repeal, or amend the Articles of these Bylaws.

Section 3.16 Committee Meetings.

A majority of each committee's voting members shall constitute a quorum for the transaction of business by the committee, and each committee shall take action pursuant to resolutions adopted by a majority of the committee's voting members participating in a meeting at which a quorum of the committee is present. Each committee may also take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act for Director action. Unless otherwise permitted by the Act for Director action, such written consent must be signed by all of the committee's voting members. Special meetings of any committee may be called at any time by any Director who is a Member of the committee or by any person entitled to call a special meeting of the full Board of Directors. Except as otherwise provided in this section, the conduct of all meeting of any committee, including notice thereof, and the taking of any action by such committee, shall be governed by this Article.

Section 3.17 Compensation

Directors shall not receive compensation for serving as a member of the Corporation's Board of Directors.

Section 3.18 Order of Business.

Unless otherwise determined by the President, the order of business at the annual meeting, and so far as practicable at all other meetings of the Board of Directors, shall be as follows:

1. Determination of a quorum
2. Reading and disposal of all unapproved minutes
3. Reports of Officers and committees, if applicable
4. Change in established number of Directors, if applicable
5. Appointment of Officers and committees, if applicable
6. Unfinished business, if applicable
7. New business
8. Adjournment

Unless, and to the extent, determined by the Board of Directors or the chairman of the meeting, or unless required by a specific rule to the contrary in these Bylaws, the Articles, or the Act, meetings of the Board of Directors shall not be required to be held in accordance with rules of parliamentary procedure.

ARTICLE IV

OFFICERS

Section 4.01 In General.

The Officers of the Corporation shall consist of a President, Secretary, and a Treasurer, and may also include one or more Vice Presidents, and such additional vice presidents, assistant secretaries, assistant treasurers and other Officers and agents as the Board of Directors deems advisable from time to time. All Officers shall be appointed by the Board of Directors to serve at the pleasure of the Board. Except as may otherwise be provided by Act or in the Articles, any Officer may be removed by the Board of Directors at any time, with or without cause. Any vacancy, however occurring, in any office may be filled by the Board of Directors for the unexpired term. One person may hold two or more offices. Each Officer shall exercise the authority 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.

Section 4.02 President.

The President shall be the chief executive Officer of the Corporation and, subject to the authority of the Board of Directors, shall manage the business and affairs of the Corporation. The President shall whenever possible preside at all meetings of the Members and all meetings of the Board of Directors, unless a Chairman of the Board is elected and is assigned one or both of such duties by these Bylaws or by action of the Board of Directors. The President shall see that the resolutions of the Board of Directors and authorized committees thereof are put into effect. Except as otherwise provided herein and as may be specifically limited by resolution of the Board of Directors or an authorized committee thereof, the President shall have full authority to execute on the Corporation's behalf any and all contracts, agreements, notes bonds, deeds, mortgages, certificates, instruments, and other documents. The President shall also perform such other duties and may exercise such other powers as are incident to the office of president and as are from time to time assigned to him by the Act, these Bylaws, the Board of Directors, or an authorized committee thereof.

Section 4.03 Vice President.

Except as otherwise determined by the Board of Directors, each Vice President shall serve under the direction of the President. Except as otherwise provided herein, each Vice President shall perform such duties and may exercise such powers as are incident to the office of vice president and as are from time to time assigned to him by the Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the President. In the absence, incapacity, or inability or refusal of the President to act, the most senior Vice President shall assume the authority and perform the duties of the President. If the Board of Directors appoints more than one Vice President, the seniority of the Vice Presidents shall be determined from their dates of appointment unless the Board of Directors shall otherwise specify. Designation of a "Senior" or "Executive" vice president by the Board of Directors, shall be an indication of seniority.

Section 4.04 Secretary

Except as otherwise provided by these Bylaws or determined by the Board of Directors, the Secretary shall serve under the direction of the President. The Secretary shall whenever possible attend all meetings of the Members and the Board of Directors, and whenever the Secretary cannot attend such meetings, such duty shall be delegated by the presiding Officer for such meeting to a duly authorized assistant secretary. The Secretary shall record or cause to be recorded under the Secretary's general supervision the proceedings of all such meetings and any other actions taken by the Members or the Board of Directors (or by any committee of the Board in place of the Board) in a book or books (or similar collection) to be kept for such purpose. The Secretary shall upon proper request give, or cause to be given, all notices in connection with such meetings. The Secretary shall be the custodian of the Corporate seal and affix the seal to any document requiring it, and to attest thereto by signature. The Secretary may delegate the Secretary's authority to affix the Corporation's seal

and attest thereto by signature to any Assistant Secretary. The Board of Directors may give general authority to any other Officer or specified agent to affix the Corporation's seal shall not be required to bind the Corporation under any documents duly executed by the Corporation and the use of the seal shall be at the discretion of the Corporation's duly authorized signing Officers. The Secretary shall properly keep and file, or cause to be properly kept and filed under the Secretary's supervision, all books, reports, statements, notices, waivers, proxies, tabulations, minutes, certificates, documents, records, lists, and instruments required by the Act or these Bylaws to be kept or filed, as the case may be. The Secretary may when requested, and shall when required, authenticate any records of the Corporation. Except to the extent otherwise required by the Act, the Secretary may maintain, or cause to be maintained, such items within or without the State of South Carolina at any reasonable place. In the event the Board of Directors designates and engages a transfer agent, as permitted by these Bylaws, such duties of keeping such Member records and the like accepted by such transfer agent shall be subject to supervision of the Secretary. The Secretary shall perform such other duties and may exercise such other powers as are incident to the office of secretary and as are from time to time assigned to such office by the Act, these Bylaws, the Board of Directors, and authorized committee thereof, or the President.

Section 4.05 Treasurer.

Except as otherwise provided by these Bylaws or determined by the Board of Directors, the Treasurer shall serve under the direction of the President. The Treasurer shall, under the direction of the President, keep safe custody of the Corporation's funds and securities, maintain and give complete and accurate books, records, and statements of account, give and receive receipts, and make deposits of the Corporation's funds, or cause the same to be done under the Treasurer's supervision. The Treasurer shall upon request report to the Board of Directors or Members on the financial condition of the Corporation. The Treasurer may be required by the Board of Directors at any time and from time to time to give such bond as the Board may determine. The Treasurer shall perform such other duties and may exercise such other powers as are incident to the office of treasurer and as are from time to time assigned to such office by the Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the President.

Section 4.06 Assistant Officers

Except as otherwise provided by these 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 immediate direction of the President. 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 immediately 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 V
INDEMNIFICATION

Section 5.01 Scope

The Corporation shall indemnify, defend and hold harmless the Corporation's Officers and Directors 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 and Directors 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, or representatives 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, vote of Members, insurance, provision of law, or otherwise, as well as their rights under this Article V.

Section 5.02 Indemnification Plan.

The Board of Directors may from time to time adopt an Indemnification Plan implementing the rights granted in Section 5.01. This Indemnification Plan shall set forth in detail the mechanics of how the indemnification rights granted in Section 5.01 shall be exercised.

Section 5.03 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 VI
TRANSACTIONS

Section 6.01 Contracts.

The Board of Directors may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.02 Loans.

The Board of Directors may authorize any Officer or Officers, or agent or agents, to contract any indebtedness and grant evidence of indebtedness and collateral therefore in the name of an on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.03 Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences or 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 as shall from time to time by determined by resolution of the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

6.04 Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

6.05 Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII

RECORDS

Section 7.01 Forms of Records.

When consistent with good business practices, any records of the Corporation may be maintained in other than written form if such other form is capable of reasonable preservation and conversion into written form within a reasonable time.

Section 7.02 Corporate Records.

The Corporation shall keep as permanent written records a copy of the minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of the name

and address, in alphabetical order, of each Member. The Corporation shall keep a copy of the following records at its Principal Office:

1. its articles or restated articles of incorporation and all amendments thereto currently in effect;
2. its bylaws or restated bylaws and all amendments thereto currently in effect;
3. resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of the Members or any class or category of Members;
4. the minutes of all meetings of Members and records of all actions approved by the Members for the past three (3) years;
5. all written communication to Members generally within the past three (3) years, including financial statements furnished for the past three (3) years;
6. a list of the names and business or home address of its current Directors and Officers; and
7. the Corporation's most recent report of each type required to be filed by the Corporation with the South Carolina Secretary of State.

Section 7.03 Inspection Rights

A corporation upon written demand from a Member shall furnish to the demanding party the Corporation's latest annual financial statements, which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries or affiliates. Such statements shall include a balance sheet as of the end of the fiscal year and statement of operations for that year. If financial statements are prepared for the Corporation on the basis of generally accepted accounting principles, the annual financial statements also must be prepared on the basis. If the annual financial statements are reported upon by a public accountant, the accountant's statement must accompany them. If not, the statements must be accompanied by the statement of the President or person responsible for the Corporation's financial accounting records (1) stating whether or not to the President or such person's reasonable belief the financial statements were prepared on the basis of generally accepted accounting principles, and if not, describing the basis of preparation, and (2) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

ARTICLE VIII

MISCELLANEOUS

Section 8.01 Fiscal Year.

The fiscal year of the Corporation shall coincide with the Horry County School Calendar.

Section 8.02

The Seal of the Corporation shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, State of South Carolina."

Section 8.03

Subject to the Act and the Articles, any or all of these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted only by the affirmative vote of a majority of the Members. The Board of Directors may not amend the Bylaws. Any notice of a meeting of Members at which Bylaws are to be adopted, amended, or repealed shall state that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment, or repeal of Bylaws and contain or be accompanied by a copy or summary of the proposal. Such notice shall be effective in accordance with Section 2.09 hereof.

Section 8.04 Severability

If any provision of these Bylaws or the application thereof to any person or circumstances 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 shall not be affected thereby and shall continue to be complied with and enforced to the greatest extent permitted by law.

Section 8.05 Usage

In construing these Bylaws, feminine or neuter pronouns shall be substituted for masculine forms and vice versa, and plural terms shall be substituted for singular forms and vice versa, in any place in which the context so requires. The section and paragraph headings contained in these Bylaws are for reference purposes only shall not affect in any way the meaning or interpretations of these Bylaws. Terms such as "hereof", "hereunder", "hereto", and words of similar import shall refer to these Bylaws in the entirety and all references to "Articles", "Paragraphs", "Sections", and similar cross reference shall refer to specified portions of these Bylaws, unless the context clearly requires otherwise. Terms used herein which are not otherwise defined shall be deemed to include corresponding sections of succeeding law.

Section 8.06 Conflict Between Bylaws, Articles and the Act.

The Articles 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 Articles, or the Act shall be resolved in the following order: (1) the Act; (2) the Articles; and (3) these Bylaws.

The foregoing are certified to be the true and complete Bylaws of the Corporation as adopted by the incorporators as of April _____, 2016.

Secretary: Dunice O'Malley

(Corporate Seal)