

**BYLAWS OF RICHLAND ONE MIDDLE COLLEGE AT MIDLANDS
TECHNICAL COLLEGE
A South Carolina non-profit corporation**

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be RICHLAND ONE MIDDLE COLLEGE AT MIDLANDS TECHNICAL COLLEGE (the "Corporation").

**ARTICLE II
PURPOSE**

The Corporation is formed for the charitable and educational purpose of organizing and operating a charter school known as Richland One Middle College pursuant to South Carolina Code Ann. § 59-40-10 et seq., the South Carolina Charter Schools Act of 1996 (hereinafter "the Charter Schools Act"), and as set forth in the Articles of Incorporation and other rules and regulations duly passed by the Corporation's Board of Directors.

**ARTICLE III
PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED
AGENT**

Section 3.01. *Principal Office.* The Corporation shall maintain a principal office in Richland County, South Carolina, or such other place as designated, from time to time, by the Corporation's Board of Directors. The location and address of the principal office shall be the same as the address of the Corporation.

Section 3.02. *Registered Office.* The Corporation shall maintain a registered office in Richland County, South Carolina, or such other place as designated, from time to time, by the Corporation's Board of Directors. The location and address of the registered office shall be the same as the address of the principal office.

Section 3.03. *Registered Agent.* The Corporation shall maintain a registered agent at the registered office. The registered agent shall be designated by the Board of Directors from time to time to serve at the pleasure of the Board of Directors.

**ARTICLE IV
NON-PROFIT NATURE OF THE CORPORATION**

The Corporation shall be a nonprofit organization established and incorporated under the South Carolina Nonprofit Corporation Act of 1994 (the Nonprofit Corporation Act") as an educational corporation and operated in accordance with the provisions of 26 U.S.C. (the "Internal Revenue Code") Section 501(c)(3), and the regulations thereunder, and South Carolina Code of Laws Sections 12-6-540 and 12-37-220, as amended from time to time.

**ARTICLE V
AUTHORIZED ACTIONS AND CORPORATE LIMITATIONS**

Section 5.01. *Authorized Actions Pursuant to Purpose.* The Corporation is organized and shall operate exclusively for the aforesaid purposes. All powers not specifically stated herein shall be reserved by the Board.

Section 5.02. *Governing Instruments.* The Corporation shall be governed by its Articles of Incorporation and these Bylaws and shall operate Richland One Middle College in accordance with the Richland One Middle College Charter as approved by Richland County School District One. The Board may authorize, amend or restate the Corporation's operating guidelines, plans, practices and/or procedures from time to time in order to effectively implement the purposes of the Corporation.

Section 5.03. *Execution of Contracts.* The Board may authorize any officer, employee or agent, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Unless so authorized by these Bylaws or by the Board, no officer, employee, or agent shall have any power to bind the Corporation by any contract or engagement or to pledge its credits or to render it liable pecuniary for any purpose or in any amount.

Section 5.04. *Limitations and Restrictions.*

(a) Income, Distributions and Reimbursements: No part of the assets, income or net earnings of the Corporation shall be distributable to or shall inure to the benefit of its Trustees, Directors, Officers, or any Shareholder or Private Individual, but reasonable expenses may be reimbursed and reasonable compensation may be paid for services rendered to enable the Corporation to provide the functions for which it has been organized so long as no compensation is paid in violation of South Carolina Code of Laws Section 59-40-190(D) (2012)

(b) Scope of Activity: Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United State Revenue Law or (b) by an organization, contributions to which are deductible under Section 170(0) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) Prohibited Transactions: No part of the activities of the organization shall be the creation or promotion of misinformation and turmoil and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Additionally, no substantial part of the Corporation's activities shall involve attempts at influencing legislation.

(d) Limitations on Transfer of Assets upon Dissolution: Upon the dissolution of the Corporation, the Board of Directors, after paying or making provisions for the payment of all liabilities of the Corporation, shall dispose of the Corporation's assets pursuant to South Carolina Code of Laws

Section 59-40-120 and so that no assets inure to the benefit of any Member, Trustee, Director, Officer, Shareholder or Private Individual. Section 59-40-120 provides that any assets the Corporation obtains through restricted agreements with a donor or through awards, grants or gifts, shall be returned to the entity through which such assets were obtained. All other assets become the property of the charter school's sponsor.

Section 5.05. *Non-Discrimination.* The Corporation shall be nonsectarian, non-religious and non-discriminatory in hiring staff and accepting students without discrimination as to race, color, religion,

national origin, gender marital status, or age, and shall comply with all applicable laws and regulations relating thereto including those specifications regarding admissions as to racial composition pursuant to South Carolina Code of Laws Section 59-40-50 (B)(O).

Section 5.06. Conflicts of Interest Prohibited. No Director of the Board of Directors (hereinafter referred to as “the Board”) shall vote on any matter or transaction concerning any individual, entity or matter with which such Director has, or within the twelve-month period preceding the vote had, any substantial ownership, employment, fiduciary contractual or creditor relationship (any such matter or transaction is hereinafter referred to as a “Conflict”). Each Director shall disclose in writing all Conflicts to the Board prior to the discussion of the underlying matter or transaction by the Board and shall draw to the attention of the Board such Conflict at any subsequent meetings at which such matter or transaction is discussed. Following such disclosure, a Director shall be entitled to take part in the discussions of the Board concerning such matter or transaction and shall be considered in determining whether a quorum is present, but shall not be entitled to vote on the applicable matter or transaction. The question of whether a Conflict exists shall, in the absence of certainty, be determined by the vote of a majority of disinterested Directors present at the meeting called for the purpose of discussing the transaction or matter to which the Conflict relates.

Section 5.07. Authority to Indemnify and Defend Directors and Employees. The Corporation shall, to the maximum extent permitted by South Carolina Non-Profit Corporation Law, the South Carolina Tort Claims Act and the South Carolina Charter Schools Act, hold harmless and defend each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation if such person was found by the Board to be acting in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation, and, in case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. For purposes of this Section, an “agent” of the Corporation includes any person or entity who is or was a Member, Director, Officer, employee, or other agent of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS - CORPORATION'S GOVERNING BODY

Section 6.01. Authority of the Board of Directors. The Board shall be the governing body of the Corporation and shall also be the policy making body of Richland One Middle College. Except as restricted by law, the Corporation's Articles of Incorporation and/or these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by the Board. All powers of the Board lie in its action as a group; therefore, individual Directors, including the Chairperson, exercise their authority over the Corporation's affairs only as they vote to take action at a legal meeting of the Board. In some instances, an individual Director, including the Chairperson, will have power only when the Board, by vote, has delegated authority to him/her. The Board will not be bound in any way by any action or statement on the part of any individual Director to whom such action or statement has not been delegated.

Section 6.02. Duties of the Board of Directors. The Board shall:

(a) Sign a Charter School Contract as required from time to time under the Charter Schools Act and ensure Richland One Middle College's compliance with all the requirements for a charter school under the Charter Schools Act and all other federal, state, and local laws and funding source requirements:

(b) Establish and implement policies and procedures for the administration and operation of Richland One Middle College and develop policy and procedure manuals.

(c) Adopt a budget which will provide the resources in terms of facilities, staff, materials, equipment, programs and services required to enable the Corporation to carry out its mission of operating Richland One Middle College; approve, support, and set policies governing any solicitation of funds in the name of the Corporation and Richland One Middle College; and assume responsibility and direction for the financial operation and condition of the Corporation and Richland One Middle College.

(d) Employ an Executive Director who shall be known as the Principal of Richland One Middle College and evaluate the performance of said Principal, including dismissal when necessary. Also, employ and contract with administrators, teachers and non-teaching employees all of whom shall be subordinate to and whose performance shall be evaluated by the Principal. The Board and its members will deal with the administrative services and operation of Richland One Middle College through the Principal and will not give orders to any subordinates of the Principal either publicly or privately, and should direct any and all suggestions and recommendations to the Principal only.

(e) Determine the salary, employee benefits and other compensation of the Principal and other employees the Corporation and/or Richland One Middle College and develop an appropriate, standard pay scale for all employees of the Corporation and/or Richland One Middle College.

(f) Contract for professional and other ancillary services required to enable the Corporation to carry out its mission of operating Richland One Middle College.

(g) Receive and act on reports from committees of the Board, its officers, and the Principal.

(h) Nominate and elect officers of the Board as set forth in these Bylaws.

(i) Review and evaluate the programs and services of the Corporation and Richland One Middle College on an ongoing basis.

(j) Strive to ensure that the Corporation and Richland One Middle College have the necessary facilities, staff, finances, and materials to carry out its purpose, and oversee the proper use and safekeeping of all resources.

(k) Serve in a quasi-judicial function when it acts on appeals of parents/legal guardians, students or employees of Richland One Middle College on decisions made by the Dean or his/her designee.

Section 6.03. *Composition and Qualification of the Board.*

(a) *Composition.* The Board shall be composed of seven (7) Directors with fifty percent of those Directors being individuals who have a background in K-12 education or in business. Upon majority resolution of the Board, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than seven (7) Directors.

(b) *Qualification.* All Directors must be residents of the State of South Carolina. Employees of the Corporation and/or Richland One Middle College are not eligible to serve on the Board. A person who has been convicted of a felony must not be elected to the Board.

Section 6.04. *Election of Directors.*

(a) No less than fifty percent of the Directors must be elected by the employees of Richland One Middle College and the parents or guardians of students enrolled in Richland One Middle College (hereinafter

collectively referred to as "employees and parents or guardians"). Parents or guardians of a student shall have one (1) collective vote for each student of such parents or guardians enrolled in Richland One

Middle College. Employees of Richland One Middle College shall have one (1) vote each. Directors shall be elected by a plurality of the votes cast.

(b) The Corporation shall organize and conduct an election of Directors annually during the month of either April or May of each year; provided, however, the election shall be held before school is completed for that year's term. The date of the election shall be determined by the Board and notice thereof shall be (i) posted at the Corporation's Principal Office, (ii) published on the Richland One Middle College website, and (iii) sent home with students no less than forty-five (45) days prior to the scheduled election day. All voting shall take place in a designated area at the Corporation's Principal Office between the hours of 7:00am and 7:00pm on the scheduled election day.

(c) Three (3) of the Directors shall be elected by the employees and parents or guardians from a slate of no less than five (5) candidates nominated by the Superintendent of Richland County School District One who have a background in K-12 education or business. Of these candidates nominated by said Superintendent, the three (3) candidates with the most votes shall be elected to the Board.

Two (2) of the Directors shall be appointed by the President of Midlands Technical College as non-voting members of the Board.

One (1) of the Directors shall be elected by the employees and parents or guardians from a slate of nominated or self-nominated parents or guardians of a current student(s) of Richland One Middle College.

One (1) of the Directors shall be appointed by the Board at its regularly scheduled meeting immediately preceding the election of the other six (6) Directors, or alternatively, by a simple majority vote, the Board may authorize that the such two Directors be elected by the employees and parents or guardians from a slate of candidates nominated by the Board, in which case, of the candidates nominated by the Board; the one (1) with the most votes shall be elected to the Board.

(d) All candidates for election to the Board (both new and incumbent) will be required to file for the election, by way of a self-nomination form prior to the yearly election for the purpose of being listed on the printed ballot. The filing period shall be open for ten (10) days, with the opening day of the filing period being thirty (30) days prior to the scheduled election day and the last day to file being twenty (20) days prior to the scheduled election day. Self-nomination forms must be completed in full and received by the Dean's secretary at or before 12:00 noon on the last day to file.

(e) The Board of Directors will conduct an information session for all candidates for the Board on the last day of the filing period. This information session will help identify areas of diverse expertise that are needed to maintain a well-balanced Board. This session is intended to inform all new candidates of a Director's responsibilities, communicate current goals and objectives of the Board, and to promote a diverse, well balanced, and highly qualified Board membership. Information regarding this information session will be (i) posted at the Corporation's Principal Office, (ii) published on the Richland One Middle College website, and (iii) sent home with students no less than ten (10) days prior to the information session.

(f) Information regarding the candidates for election to the Board will be (i) posted at the Corporation's Principal Office, (ii) published on the Richland One Middle College website, and (11) sent home with students no less than seven (7) days prior to the scheduled election day,

(g) The results of the election shall be tabulated, certified, and published by the Board as soon as possible after the election. An orientation for all newly elected Directors will be held during the month of May, June or July.

(h) New Directors will take office at 12:01 am on July 1 of each year and will be sworn in at or before the July regular meeting of the Board.

Section 6.05. *Term of Directors.*

(a) *Length of Term.* Directors shall serve a term of two years beginning on July 1 of the year elected and ending on June 30 of the second year following the Director's election. Directors may serve additional terms without limitation so long as they remain qualified to serve.

(b) *Staggered Terms.* Commencing in 2021, one group of three (3) Directors shall be elected in odd numbered years and the Board shall appoint a Director, commencing in 2022, one group of three (3) The appointed Director and Directors shall be elected in even numbered years. Directors so elected shall each serve a term of two (2) years as prescribed above

Section 6.06. *Resignation and Removal.*

(a) *Resignation.* A Director may resign at any time by giving written notice to the Chair of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Chair, and acceptance of the resignation shall not be necessary to make it effective. A Director who misses three (3) consecutive regularly scheduled Board meetings without good cause, or more than one-quarter (1/4) of the regularly scheduled meetings of the fiscal year, shall be deemed to have given notice of resignation and may be removed from the Board pursuant to paragraph (b) of this Section.

(b) *Director Removal.* The Board may, for cause, remove a Director from the Board. This action requires the affirmative vote of two-thirds (2/3) of the Directors at a Regular or Special Meeting called for that purpose. Any Director under consideration for removal must first be notified about the consideration by written notice at least five (5) days prior to the meeting at which the vote takes place.

Section 6.07. *Vacancies.* In the event the death, resignation or removal of a Director results in a vacancy on the Board and the number of remaining Directors is not below seven (7), the remaining Directors may, but are not required, to appoint a qualified person to fill the vacancy. In the event that the number of Directors decreases below seven (7) Directors, then the remaining Directors shall appoint a qualified person to fill the vacancy. The appointment shall be made within forty-five (45) days of the Board membership decreasing below seven (7) Directors. The same entity or official that nominated the vacating Director pursuant to paragraph (c) of Section 6.04 shall nominate two or more candidates for each corresponding vacant Board seat. The Board shall appoint one of the nominated candidates to fill the vacancy. Any Director appointed pursuant to this Section 6.07 shall serve the remainder of the term of the vacated Director whose seat he/she fills.

Section 6.08. *Compensation.* Members of the Board of Directors shall serve with no compensation, but the Board may approve reimbursement for usual and customary expenses incurred by a Board member in carrying out their duties to Richland One Middle College.

Section 6.09. *Non-liability of Directors.* The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation and/or Richland One Middle College.

ARTICLE VII OFFICES AND OFFICERS OF THE CORPORATION

Section 7.01. *Designation of Officers.* The Officers of the corporation shall be a Chair, Vice Chair, Secretary, and Treasurer.

Section 7.02. *Election and Term of Office.* The Chair, Vice Chair, Secretary, and Treasurer, shall be elected by and from the Board by majority vote at the Annual Board Meeting as set forth in these Bylaws. Elected Officers shall be installed and serve for a term of one (1) year beginning with the meeting following the Annual Board Meeting. No Director shall hold more than one (1) office at a time, nor serve more than three (3) consecutive terms plus an unexpired term in the same office unless approved by Resolution of the Board.

Section 7.03. *Duties of Officers.*

(a) Chair - The Chair shall preside at the meetings of the Board and the Executive Committee; shall be an ex-officio member of all committees; and shall appoint the Advisory and Ad Hoc Committees, as deemed necessary. The Chair shall serve as the spokesperson for the Board and perform such other duties as may ordinarily pertain to the office of the Chair.

(b) Vice-Chair – The Vice-Chair shall assist the Chair, and in the absence of the Chair, perform the duties of the office. The Vice-Chair shall perform whatever duties are assigned to the Chair of the Board. In the event of incapacity, death, or removal of the Chair, the Vice-Chair shall assume the office of Chair and a new Vice-Chair shall be elected as set forth in these Bylaws.

(c) Secretary – The Secretary shall be responsible for the preparation, review, and editing of minutes of the Board of Directors and Executive Committee meetings prior to distribution; shall oversee a file of essential records, all attachments to the minutes and Directors' terms and attendance records, and shall perform such other duties pertaining to the office of the Secretary as the Chair may assign.

(d) Treasurer - The Treasurer shall be responsible for the fiscal matters of the Corporation and Richland One Middle College and serve as Chair of the Finance Committee, if any, and shall perform all duties incident to the office of Treasurer.

Section 7.04. *Removal and Resignation.* Any officer may be removed with cause by the affirmative majority vote of the Board, at any time. Any officer may resign at any time by giving written notice to the Chair of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Chair, and acceptance of the resignation shall not be necessary to make it effective.

Section 7.05. *Vacancies.* Vacancies in any of the offices, except that of the Chair, may be filled by election as set forth in these Bylaws at any regularly scheduled meeting of the Board. The Vice-Chair shall fill the Chair's vacancy and a new Vice-Chair shall be elected. In the event of a vacancy in any office other than that of the Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the Board shall fill the vacancy by election. A Vice Chair, Secretary or Treasurer elected to fill a vacancy shall serve until the next Annual Meeting, and will be considered to have served one (1) full term in that office, unless he or she served less than six (6) months.

ARTICLE VIII COMMITTEES OF THE BOARD OF DIRECTORS

Section 8.01. *Standing Committees and Committee Authority.* The Board shall have the following standing committees which shall be appointed annually by majority vote of the Board at the Annual Meeting of the Board: Executive Committee, Education Committee, Business and Finance Committee and Governance Committee. The Board may from time to time, by resolution, create and delegate authority to such other standing and special committees as are deemed necessary for the successful operation of the Corporation and Richland One Middle College. The duties, constitution and procedures of any committee shall be prescribed by the Board. Each committee shall consist of at least three (3) Directors and the Board shall designate one member of each committee as chairperson. A committee may not authorize distributions; approve or recommend to 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 or any committee; or adopt, repeal, or amend the Corporation's Articles or Bylaws.

Section 8.02. *Duties of the Standing Committees.*

(a) *Executive Committee* – The Executive Committee shall be composed of the Chair, Vice-Chair, Secretary and Treasurer and shall provide general oversight for matters related to strategic planning for the Corporation and Richland One Middle College. The Executive Committee shall possess and exercise in emergencies all the powers of the Board not inconsistent with the policies of the Board or with any action taken earlier by the Board; provided, however, that the Executive Committee shall not pre-empt the role of the Board or any other standing committee herein stated except in those emergency circumstances which do not permit the handling of a matter in the normally prescribed manner. In any such emergency circumstance, the Executive Committee shall obtain ratification of its actions by the Board at the first regular meeting of the Board following such action, or at specially called meeting of the Board to consider such action.

(b) *Education Committee* - This committee shall provide general oversight of the academic and extracurricular programs of Richland One Middle College. The Education Committee is responsible for reviewing and ensuring the quality of Richland One Middle College's academic and extracurricular programs and shall make recommendations to the Board for approval. The committee will be responsible for assessing the needs of the Richland One Middle College community and evaluating the implementation of Richland One Middle College's academic and extracurricular programs.

(c) *Business and Finance Committee* -- This committee shall assist the Treasurer and the President in the development of an annual budget and provide general oversight of the financial operations of Richland One Middle College. The Business and Finance Committee will review the Corporation's mission and vision on an annual basis, to ensure that the programs and activities being conducted by Richland One Middle College are in line therewith.

(d) *Governance Committee* – This committee shall have the responsibility for observing the ongoing activities of the Board to ensure that all activities are being carried out in accordance with the Bylaws. Proposed amendments to the Bylaws shall be written and/or reviewed by the committee with a recommendation for consideration by the Board. The chair of this committee shall also serve as parliamentarian to the Board.

**ARTICLE IX
MEETINGS OF THE BOARD OF DIRECTORS**

Section 9.01. *Place and Time of Meetings of the Board.* All meetings of the Board shall be held at the Corporation's Principal Office, or at such other place as may be designated from time to time by the Board.

Section 9.02. *Annual Meeting and Regular Meetings of the Board.*

(a) Annual Meeting. The annual meeting of the Board shall be held in June of each year for the purposes of organization, selection of officers and the transaction of other business by the Directors.

(b) Regular Meetings. The Board shall meet monthly at least eleven (11) times each year. Regular meetings of the Board shall be general meetings and open for the transaction of business with the powers of the Board without special notice of such business except as required by South Carolina Code of Laws Section 59-40-50 (10) and in cases where special notice is required by these Bylaws.

Section 9.03. *Special Meetings of the Board.* Special meetings of the Board shall be called at any time by the Secretary upon the written request of either the Chair or any three (3) Directors.

Section 9.04. *Telephone and Similar Meetings of the Board.* Directors may participate in and hold a meeting by telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting. Insurance shall not be available for the intentional or grossly negligent illegal acts of any agent of the Corporation.

ARTICLE XI FINANCIAL ADMINISTRATION

Section 11.1. *Financial Accounts.* All financial accounts in any financial institutions shall be held in the name of the Corporation with authority in those authorized officers as designated by the Board and the Treasurer.

Section 11.2. *Procurement Policy.* The Corporation shall abide by its Procurement and Financial Management Policy. (See Appendix)

Section 11.3. *Authority to Borrow and Encumber Assets.* No officer, employee, agent or individual Director of the Corporation shall have any power or authority to borrow money on behalf of the Corporation, to pledge its credit or to mortgage or pledge its real except within the scope and to the extent of the authority delegated by written resolutions adopted from time to time by the Board of Directors.

Section 11.4. *Checks. Drafts, etc.* All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall only be signed by such director(s), officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by written resolution of the Board of Directors.

Section 11.5. *Deposit of Funds.* 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 the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized from time to time by the Board of Directors.

Section 11.6. *Fiscal Year and Audit.* Unless otherwise fixed by the Board of Directors, the fiscal year of the Corporation shall begin on July 1 and end on the succeeding June 30. The Board shall periodically, and no less than once a year, employ a certified public accountant to audit the accounts and financial operation of the Corporation.

Section 11.7. *Debts and Obligations of Corporation.* The Directors and Officers of the Corporation shall not be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the Directors or Officers be subject to the payment of the debts or obligations of the Corporation to any extent whatsoever.

ARTICLE XII DISSOLUTION

The Corporation may be dissolved and its business and affairs terminated upon a vote of at least two-thirds (2/3) of the active Directors present at a duly constituted regular, special or annual meeting of the Corporation's Board of Directors at which a quorum is present at the time the dissolution is approved. After dissolution is approved, Articles of Dissolution shall be filed with the Secretary of State. 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 in conformity with these Bylaws and for the purposes set forth herein and in the Corporation's Articles of Incorporation.

ARTICLE XIII MISCELLANEOUS

Section 13.01. *Books and Records.* Correct and complete books and records of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These books and records shall include without limitation a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

Section 13.02. *Corporate Seal.* The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board may from time to time determine.

Section 13.03. *Notice and Waiver.*

(a) Procedure for Notice. Whenever these Bylaws require notice to be given to any Director, the notice shall be sent United States first-class mail in a postage prepaid sealed envelope addressed to the Director at the Director's address as it appears on the books of the Corporation, or by electronic mail to the Director's electronic mail address as it appears on the books of the Corporation. Whenever notice is given to a Director by United States mail, such notice shall be deemed to have been given at the time the same is deposited in the United States mail. Whenever notice is given to a Director by electronic means, the notice shall be deemed to have been given at the time it is electronically sent to the intended recipient.

(b) Waiver of Notice. Whenever any notice is required to be given to any Director by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the Director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent to the giving of such notice.

Section 13.04. *Gifts and Contributions.* 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,

Section 13.05. Construction. Whenever the context so requires, as used in these Bylaws, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these Bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

ARTICLE XIV PARLIMENTARY AUTHORITY

The then current edition of *Roberts Rules of Order Newly Revised* shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by specific rules of procedure adopted by the Board. The presiding officer may set an agenda for the order of business at all meetings.

ARTICLE XV AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, repealed, or new Bylaws may be adopted, from time to time, by affirmative vote of two-thirds (2/3) of the members of the Corporation's Board of Directors; provided, however, that notice of such proposed changes must have been posted at the Corporation's Principal Office, or otherwise presented to each Director, at least two (2) weeks prior to the meeting at which such changes are voted upon by the Directors.

EXECUTION OF BYLAWS

Upon an affirmative vote of two-thirds (2/3) of its members, the Board of Directors of Richland One Middle College at Midlands Technical College did consent to repeal all previous versions of the Corporation's Bylaws and adopt, approve and ratify the foregoing Bylaws as the Bylaws of Richland One Middle College at Midlands Technical College as of this ___ day of _____, 2019. ATTEST:

Dr. Erica Fields, Chairperson

Ms. Christine Benson, Secretary