

**BYLAWS
OF
ADOPT-A-SCHOOL of BEAUFORT COUNTY, INC.**

Amended on December 19, 2011, January 11, 2017, and July 13, 2020

**ARTICLE I
GENERAL**

These Bylaws are intended to supplement and implement applicable provisions of the law and of the Certificate of Incorporation (the “Certificate of Incorporation”) with respect to the regulation of the affairs of Adopt-A-School of Beaufort County, Inc. (the Corporation).

**ARTICLE II
MEMBERSHIP**

SECTION 1. Eligibility. The Corporation shall have one member, who shall be the President of the Board of Directors, from time to time.

SECTION 2. Time and Place of Meeting. Meetings of the member of the Corporation shall be held at such time and place as shall be designated in the notice of meeting. The Annual Meeting of the member of the Corporation shall be held during the month of January or February of each year as the Directors shall by resolution determine. If, for any reason, in any year the Annual Meeting of the member of the Corporation is not held as set forth above, such meeting shall be held on such later date not to exceed four months after such date as shall be established by resolution adopted by the Board of Directors. At each Annual meeting the member of the Corporation, the member shall appoint successors to the Directors. Special Meetings of the member of the Corporation may be called at any time by the President of the Corporation or upon resolution of the Board of Directors and shall be called by the President of the Corporation upon the written request of the member of the Corporation. At each Special meeting of the member of the Corporation, the member shall transact only such business as shall relate to the purpose or purposes of such meeting as stated in the notice thereof. Any business which could have been transacted at any meeting of the member of the Corporation may be transacted at any adjournment thereof, and no new notice of the adjourned meeting shall be necessary.

SECTION 3. Notice of Meetings. A notice in writing of each Annual or Special Meeting of the member of the Corporation shall be given to the member by leaving such notice at the office of the member at St Helena's Elementary School, Beaufort County, South Carolina, or by mailing a copy thereof addressed to the member at the same location, postage prepaid, not less than seven days nor more than fifty days before the date of meeting, provided that the member may waive such notice in writing or by attendance without protest at such meeting. Each notice of an Annual or Special Meeting shall state the place, day and hour of the meeting and shall include such other information, if any, required to be included therein pursuant to the Certificate of Incorporation or these Bylaws. The general purpose or purposes for which a Special Meeting is called shall be stated in the notice thereof.

SECTION 4. Members Action Without Meeting. In lieu of any meeting of the member of the Corporation, including the Annual Meeting, the member may act by means of written consent. The Secretary of the Corporation shall file such consent or consents with the minutes of the meeting of the member of the Corporation.

ARTICLE III DIRECTORS

SECTION 1. Powers. The care, control and disposition of the property and funds of the Corporation and the management of its affairs shall be vested in a Board of Directors.

SECTION 2. Number, Appointment and Term of Office. At the organizational meeting of the Corporation (or by a consent to action in lieu of the organizational meeting), the Incorporator shall appoint the Board of Directors at the direction of the member, which shall consist of at least five (5) but not more than nine (9) Directors. The number of directorships may thereafter be increased by action of the member of the Corporation. Each Director shall continue in office until the next Annual Meeting of the member of the Corporation as determined in accordance with SECTION 2 of ARTICLE II of these Bylaws and until the earlier of his or her resignation, death or removal or the due appointment and qualification of his or her successor.

SECTION 3. Removal. A director may be removed from office at any time, by concurrent vote of not less than two-thirds of the Directors entitled to vote, at any meeting of the Directors called for that purpose or by affirmative vote of the member of the corporation.

SECTION 4. Vacancies. Vacancies created by an increase in the number of Directors shall be filled for the unexpired term by appointment by the member of the Corporation. Vacancies occurring by reason other than by an increase in the number of Directors may be filled for the unexpired term by the remaining Directors, though such remaining Directors may be less than a majority of the directorships. If the Directors should fail to fill a vacancy, it may instead be filled for the unexpired term by appoint by the member of the Corporation.

ARTICLE IV MEETINGS OF DIRECTORS

SECTION 1. Place of Meeting. Regular meetings of the Board of Directors may be held at such time and place, either within or without the State of Connecticut, as the Board may designate in its notice of meeting.

SECTION 2. Annual Meeting. The Annual meeting of the Directors shall be held during the month of January or February of each year at the place, and at the hour designated in the call therefor as approved by the Directors. At such meeting, the Directors shall elect the officers of the Corporation for the ensuing year, each of whom shall hold his or her position, subject to prior removal by the Board of Directors, until the next annual Meeting and until his or her successor is chosen and qualified. The Directors shall also transact such other business as shall properly come before them.

SECTION 3. Regular Meetings. All other regular meetings of the Board of Directors may be held at such date, time and place as the Board of Directors may determine and fix by resolution.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be held at any time and place upon call of the President, or upon call of any two or more Directors.

SECTION 5. Notice. Appropriate notice of each meeting of the Board of Directors shall be given to each Director at least two (2) days prior to the time of the meeting. Any Director may waive notice of any meeting in writing or by attendance without protest at the meeting.

SECTION 6. Quorum. One-half of the number of directorships at the time shall constitute a quorum. Except as otherwise provided by the law or these Bylaws, the act of majority of the Directors present at any meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors.

SECTION 7. Director Participation in Meeting by Telephone. A Director may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and participation in a meeting pursuant to this Section shall constitute presence in person at such a meeting.

SECTION 8. Directors' Action Without Meeting. If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, such action shall be as valid as though it had been authorized at a meeting of the Board of Directors. The Secretary of the Corporation shall file such consent or consents with the minutes of the meetings of the Board of Directors.

ARTICLE V OFFICERS

SECTION 1. Titles, Election and Duties. The Directors shall elect a President, a Vice President, a Secretary, a Treasurer and such other officers of the Corporation as the Directors from time to time deem appropriate. The duties of the officers shall be such as are specified below and such as usually pertain to such offices, as well as such as may be prescribed from time to time by the Board of Directors.

SECTION 2. President. The President shall have general charge and direction of the business of the Corporation, shall represent the Corporation before the general public and shall perform such other duties as are properly required of him or her by the Board of Directors.

SECTION 3. Vice President. The Vice President shall have such powers and perform such duties as the President or the Board of Directors may from time to time prescribe and shall perform such other duties as may be prescribed by these Bylaws. At the request of the President, or in the case of his or her absence or inability to act, the Vice President shall perform the duties of the President and, when so acting, shall have the powers of, and be subject to all the restrictions upon the President.

SECTION 4. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall give notice of all such meetings as required by these Bylaws. The Secretary shall have custody of such minutes, the seal of the Corporation and the records of the Corporation, except to the extent some other person is authorized to have custody and possession thereof by a resolution of the Board of Directors.

SECTION 5. Treasurer. The Treasurer shall keep the fiscal accounts of the Corporation, including an account of all monies received or disbursed.

SECTION 6. Removal. All officers shall be elected by the Board of Directors to hold office at the pleasure of the Board of Directors and subject to its order, and any officer may be removed at any time by the Board of Directors in its discretion.

ARTICLE VI COMMITTEES

The Board of Directors, by resolution adopted by the affirmative vote of the Directors holding a majority of the number of directorships may, at a meeting at which a quorum is present, appoint from the Directors an Executive Committee (consisting of at least two (2) Directors) and such other committees (consisting of at least two (2) Directors) as it may deem judicious and may, to the extent permitted by law, delegate to such committees any of the powers of the Board. A majority of any committee shall have the power to act. Committees shall keep full records of their proceedings and shall report the same to the Board of Directors.

**ARTICLE VII
COMPENSATION FOR SERVICES**

Section 1. Anything in these Bylaws to the contrary notwithstanding, the Corporation may pay compensation to any person, even if such person is also a Director or officer of the Corporation, for personal services (including, but not limited to, legal, clerical and investment management services) which are reasonable and necessary to carry out the purposes of the Corporation, and may reimburse any such person for expenses incurred in connection with the rendition of such services, provided that the amount of such compensation or reimbursement is not excessive. The Board of Directors shall determine the amount of compensation or reimbursement that shall be paid.

**ARTICLE VIII
CORPORATE SEAL**

The corporate seal of the Corporation shall be circular in form with the name of the Corporation and the words "Connecticut" and "Seal" thereon.

**ARTICLE IX
FISCAL YEAR**

The fiscal year of the Corporation shall be calendar year.

**ARTICLE X
AMENDMENTS**

These Bylaws may be altered, amended, added to or repealed by the affirmative vote of Directors holding two-thirds of the Directorships, provided, however, that unless and until the number of directorships exceeds three (3), such amendment shall be made only upon the unanimous vote of Directors, and provided further that the affirmative vote of the member of the Corporation shall also be required. Any notice of a meeting of the Board of Directors or the member of the Corporation at which these Bylaws are proposed to be altered, amended, added to or repealed shall include notice of such action.