



BY-LAWS
OF
HARMONY SCHOOL

ARTICLE I.

CORPORATE NAME

The exclusive name of this Corporation shall be Harmony School (the "Corporation").

ARTICLE II

REGISTERED OFFICE AND AGENT

§ 2.1 Registered Office. The Registered Office of the Corporation required by law shall be as initially designated in the Certificate of Incorporation and continuously maintained by the Board of Directors. The Registered Office need not be identical with the principal place of business or other offices, either within or without the State of South Carolina, as the business of the Corporation may from time to time require.

§ 2.2 Changes. The Board of Directors may change the Registered Office at its discretion from time to time after giving due notice of such change as required by law to the Secretary of State of South Carolina.

ARTICLE III.

FISCAL YEAR

The fiscal year of the Corporation shall end on midnight of December 31 of each year. The Board of Directors shall have the power to change the fiscal year.

ARTICLE IV.

CORPORATE PURPOSES AND POWERS

The Corporation is organized and operated exclusively for educational purposes as defined under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue Law).

The Corporation is formed to operate a non-discriminatory private school; provided, however, that no part of the net earnings thereof shall inure to the benefit of any private shareholder or individual; provided, further, that no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the operations and activities and powers of the Corporation shall be limited to those permitted by an organization described in Internal Revenue Code Sections 501(c)(3). Notwithstanding any other provisions of these Bylaws, the objects and purposes for which this Corporation is organized are exclusively educational within the meaning of Section 501(c)(3) of the Internal Revenue Code. In addition to the powers and authorities now or hereafter granted by law to nonprofit corporations by the State of South Carolina and subject always to these limitations, the specific objectives and purposes of the Corporation and the powers which it may exercise are as follows:

- a) To receive, hold, administer, and distribute property, gifts or donations of all kinds, whether real, personal, or mixed, acquired by gift, devise or otherwise for the benefit, advancement, promotion, extension or maintenance of the objectives of the Corporation.
- b) To invest and reinvest all or any part of the Corporation's assets in any property, wherever located, including but not limited to, bonds, debentures, notes, secured or unsecured, stocks of corporations regardless of class, interests, in limited partnerships, or real estate.
- c) To acquire by lease, option, purchase, gift, devise, or conveyance, or otherwise to hold, enjoy, possess, pledge, mortgage, encumber, rent, lease, sell or dispose of real property or any interest therein or do any acts incidental to or necessary to the accomplishment of any of the above as may be deemed to be in the interest of the Corporation.
- d) To acquire by lease, option, purchase, gift, devise, or conveyance, or otherwise to hold, enjoy, possess and pledge as security, sell, lease, transfer, or in any manner dispose of personal property of any class or description whatsoever; to retain any property, investments or securities originally received by the Corporation or thereafter acquired by it so long as the Directors of the Corporation shall consider the retention thereof desirable.
- e) To participate in any plan of reorganization or consolidation or merger involving any company or companies whose stock or other securities shall be part of the Corporation's assets, and to deposit such stocks or other securities under any plan of reorganization or with any protective committee and to delegate to such committee discretionary powers with relation thereto, to pay a proportionate part of the expenses of such committee and any assessments levied, under any such plan, to accept and retain new securities received by the Corporation pursuant to any such plan, to exercise all conversion, subscription, voting and other rights, of whatsoever nature pertaining to such property, and to pay any amount or amounts of money as it may deem advisable in connection therewith.

- f) To borrow money and to encumber mortgage or pledge any asset of the Corporation in connection with the exercise of any power vested in Corporation.
- g) To do and perform all other acts and things which may be necessary or appropriate for the accomplishment of any of the stated purposes of the Corporation.

ARTICLE V.

BOARD OF DIRECTORS

§ 5.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

§ 5.2 Number, Tenure and Qualifications of Directors. There shall be five members of the Board of Directors. Each Director shall hold office until such Director dies, resigns, or is removed from office as provided herein. If any Director dies, resigns, or is removed, a replacement Director shall be appointed by a majority vote of the remaining Directors.

§ 5.3 Regular Meetings. The Board of Directors shall meet annually. The Board of Directors shall have the power to establish the time and place for holding such regular meetings of the Board. The Board of Directors shall have the power in its discretion to change the time and place of such regular meetings or to make them more or less frequent.

§ 5.4 Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the President or any one Director. The person authorized to call special meetings of the Board, of Directors may fix any place, only within the County of South Carolina where this Corporation has its principal office as the place for holding any special meeting of the Board of Directors.

§ 5.5 Notice of Meetings. Notice of any meeting shall be given at least five (5) days previously thereto either orally or in writing. If mailed, such notice shall be deemed to be effective at the earlier of: (a) when received; (b) three (3) days after deposited in the United States mail, addressed to the Director's business office, with postage thereon prepaid; or (c) 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 Director. Any Director may waive notice of any meeting. Except as provided in the next sentence, the waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business and at the beginning of the meeting for promptly upon her arrival) objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

§ 5.6 Director Quorum. A majority of the number of Directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

§ 5.7 Manner of Acting.

- a) Required Vote. The act of the majority of the Directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors unless the Certificate of Incorporation or these bylaws require a greater percentage
- b) Failure To Object To Action, A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (i) she objects at the beginning of the meeting (or promptly upon her arrival) to holding it or transacting business at the meeting; or (ii) her dissent or abstention from the. action taken is entered in the minutes of the meeting; or (iii) she delivers written notice of her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available, to a Director who. votes in favor of the action taken.

§ 5.9 Action Without a Meeting. Action required or-permitted by the South Carolina Business Corporation Act of 1988, to be taken at a Board of Directors' meeting may be taken without a meeting if the action is assented to by all members of the board.

The action may be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action evidenced by written consents under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

§ 5.10 Removal of a Director. Any Director may be removed from office with or without cause by a majority vote of the Board of Directors at a meeting at which only the removal and replacement of the Director or Directors in question shall be considered.

§ 5.11 Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors or other individuals to serve on them. Each committee must have two or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. The provisions of this Article V, which govern meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the Board of Directors, apply to committees and their members.

ARTICLE VI.

OFFICERS

§ 6.1 Number. The officers of the Corporation shall be a President, and a Secretary/Treasurer, each of whom shall be appointed by the Board of Directors. Such other officers and assistant officers as may be deemed necessary, including a Chairman of the Board of Directors and a Chief Executive Officer, may be appointed by the Board of Directors. If specifically authorized by the Board of Directors, an officer may appoint one or more officers or assistant officers. The same individual may simultaneously hold more than one office in the Corporation.

§ 6.2 Appointment and Term of Office. The officers of the Corporation shall be appointed by the Board of Directors for a term as determined by the Board of Directors. (The designation of a specified term grants to the officer no contract rights, and the board can remove the officer at any time prior to the termination of such term). If no term is specified, they shall hold office until they resign, die, or until they are removed in the manner provided in § 6.3 of this Article VI.

§ 6.3 Removal. Any officer or agent may be removed by the Board of Directors at any time, with or without cause.

§ 6.4 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. She may sign, with the Secretary or any other proper officer of the "Corporation" thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

§ 6.5 The Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of any seal of the Corporation and if there is a seal of the Corporation, see that it is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) when requested or required, authenticate any records of the Corporation; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned: to her by the President or by the Board of Directors.

§ 6.6 The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected by

the Board of Directors; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

§ 6.7. Assistant Secretaries and Assistant Treasurers. The assistant secretaries and assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

ARTICLE VII.

COLLECTION AND APPLICATION OF FUNDS

The Corporation may receive income from .any source, including, but not limited to payments, donations, bequests, and devises from wills and. trusts, gifts of money and properties, grants and funds which may inure to the benefit of the Corporation. All contributions and/or devises so received together with the income therefrom shall be held, managed, administered, and distributed by the Corporation in accordance with the purposes and terms of these Bylaws.

The Corporation shall hold, manage, and invest all amounts and funds received and shall collect and receive the income therefrom. After deducting all necessary expenses incident to the operation and administration of the Corporation, the remaining funds shall be distributed in such amounts as the Board of Directors shall approve solely for the benefit of, to perform the functions of, or to carry out the purposes and objectives of the Corporation as set forth herein.

Notwithstanding any other provision of these Bylaws, no expenditure or distribution shall be made for any purpose that (i) may jeopardize the status of the Corporation as an organization under Section 501(c)(3) of the Internal Revenue Code or (ii) which may jeopardize the status of contributions or payment by any person insofar as deductions which are allowed under the provisions of Sections 170, 2055 , 2106, and 2522 of the Internal Revenue Code.

ARTICLE VIII.

AMENDMENTS

These By-Laws may be amended or restated from time to time at any meeting of the Board at which a quorum is present and of which proper notice is given, if two thirds (2/3) of the Board of Directors present vote in favor of the amendment.

ARTICLE IX.

DISSOLUTION OF THE CORPORATION

The Corporation may be dissolved and its business affairs terminated at any meeting of the Board at which a quorum is present and of which proper notice is given, if two thirds (2/3) of the Board of Directors present vote in favor of the dissolution. Notice of the meeting must state the purpose of the proposed meeting. Upon the dissolution of the Corporation and after all its debts and expenses have been paid, all its assets which may be legally distributed shall be distributed in conformity with these Bylaws for the purposes set forth herein. Any remaining funds shall be distributed to one or more organizations which themselves are exempt organizations as described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding sections of any future law, or to a federal, state, or local government to be used exclusively for such exempt purposes.