BYLAWS OF

SOUTH CAROLINA FOR ONLINE EDUCATION, INC.

ARTICLE I
Offices

Section 1. Principal Office. The Corporation may have such offices, either within or without the State of South Carolina, as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

Section 2. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of South Carolina. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the South Carolina Secretary of State's Office pursuant to the provisions of South Carolina Code.

Section 3. Mission. The Corporation's mission is to provide top-quality personalized education for students and families who seek an alternative to the conventional classroom. The school advised by the Corporation will maintain a commitment to excellence in curriculum, instruction, accountability and communication for virtual schools and will work in partnership with its sponsoring authority, and according to the terms of its Charter School Contract.

Section 4. Purpose and Powers of Corporation.

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

2. No part of the net earnings shall inure to the benefit of or be distributed to its directors, trustees, officers, members, or other private persons, except that 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 in Article III. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, a political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

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

4. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, return any funds received from the South Carolina Department of Education to the Department not more than thirty (30) days after dissolution. All remaining assets of the Corporation shall be distributed consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine

ARTICLE II
Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number and Qualifications of Directors.

(a) Number. The number of Directors shall be as determined by the Board of Directors from time to time but in no event be less than seven (7) nor more than nine (9) and shall serve for the term provided in Section 3 of this Article. No amendment of this section shall reduce the number of Directors to less than the number required by the South Carolina for Online Education, Inc., which at the time of adoption of these bylaws is seven (7).

(b) Qualifications. Anyone age eighteen (18) or older who is a resident of South Carolina may seek election to the Board of Directors, with the exception of school staff and any person who has been convicted of a felony. In addition, fifty percent (50%) of the Board of Directors must be individuals who have K-12 education or business experience.

Section 3. Election, Appointment and Terms.

(a) Method of Election. Directors shall be appointed or elected to the Board in accordance with this section. If elected, this will be done by the stakeholders (employees and parents/guardians) of Lowcountry Connections Academy in an open election that shall be publicly announced and facilitated by technology, such that each stakeholder, regardless of where she or he resides in South Carolina, will have the opportunity to vote. Guardians/parents will have one vote for each child currently enrolled in the school. The method of election will ensure that no stakeholder may have more votes than she or he is entitled to per election. Beginning in the second year of school operations, through the election process described in this section, four (4) Directors shall be elected for a one (1) year term. The following year, through the election process described in this section, an election shall be held and four (4) Directors shall be elected for a two (2) year term. Elections shall be held every odd numbered year thereafter.

(b) Method of Appointment. Three (3) Directors shall be appointed by the Board of Directors for a two (2) year term. Appointment of Directors shall occur every even numbered year thereafter.

(c) Term of Office. All terms shall be as described above in Method of Election and Method of Appointment. Thereafter, all Directors elected or appointed shall serve for a term of two (2) years.

Section 4. Resignation. A Director may resign at any time by filing a written resignation with the President or the Secretary of the Corporation. Such resignation shall be effective upon receipt of the written notice of resignation.

Section 5. Removal.

(a) A Director may be removed from office with or without cause by the vote of two-thirds (2/3) of the other Directors of this Corporation either at a regular meeting or at any special meeting called for that purpose.

(b) A Director who is indicted in any court for any crime, or has waived the indictment if permitted by law, may be suspended by the Governor, who shall appoint another in his stead until he is acquitted. In case of conviction, the office must be declared vacant by the Governor and the vacancy filled following the same rules and procedures as described in Article II, Section 3. 59-40-75 (A)

(c) A Director who is guilty of malfeasance, misfeasance, incompetency, absenteeism, conflicts of interest, misconduct, persistent neglect of duty in office, or incapacity may be removed from office by the Governor. Before removal, the Governor shall inform him in writing of the specific charges brought against him and give him an opportunity on reasonable notice to be heard. 59-40-75 (B)

Section 6. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of Directors, the Governing Board may appoint a member to fill the vacancy through the unexpired term of the vacating Board member until another election is held..

Section 7. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of June at such time and place as the Board of Directors may determine, for the purpose of transacting such business as may come before the meeting.

Section 8. Regular Meetings. In compliance with the Freedom of Information Act, the Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution. Notice of the scheduled meeting will be provided annually to the public as required by the Freedom of Information Act.

Section 9. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the Freedom of Information Act, on the call of the President or Secretary, and shall be called by the Secretary on the written request of any two (2) of the Directors. Notice to the public will be given twenty-four (24) hours in advance of such meeting.

Section 10. Meetings By Telephone or Other Communication Technology.

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

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

Section 11. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual meeting shall be given by oral or written notice delivered personally or by written notice given by other than personal delivery at least fourteen (14) days prior thereto. Notice shall be given in one of the methods described in Article III hereof. The purpose of and the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

(b) Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the South Carolina for Online Education, Inc. or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 13. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Freedom of Information Act, or the Articles of Incorporation or Bylaws of the Corporation.

Section 14. Action by Written Consent of Directors. Except as otherwise may be provided in the Freedom of Information Act, or any other relevant law, any action required by the Articles of Incorporation or Bylaws of the corporation, or any provision of the Freedom of Information Act, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors taken at a meeting.

Section 15. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 16. Compensation. Directors of the Corporation shall not receive compensation for serving as Directors, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

Section 17. Committees. The Board of Directors, by resolution, may create committees having such powers as are then permitted by the South Carolina for Online Education, Inc. and as are specified in the resolution.

Section 18. Open Meetings. The Board of Directors shall comply with the South Carolina Freedom of Information Act. The Board of Directors may hold an executive session in accordance with the Act upon majority vote authorizing such action.

Section 19. Conflict of Interest. All officers, Directors and employees of the Corporation shall comply with the Corporation's Conflict of Interest Policy as adopted by resolution of the Board of Directors.

ARTICLE III Methods of Giving Notice

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

(a) When received.

(b) Five days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed.

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

ARTICLE IV Officers

Section 1. Number. The principal officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors may designate one of the Vice Presidents as Executive Vice President and may elect such other officers and assistant officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one office. Officers shall be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be appointed annually by the Board of Directors at its annual meeting. If the appointment of officers is not held at such meeting, such appointment shall be held as soon thereafter as may be convenient. Each officer shall hold office from the close of the annual meeting, or the regular or special meeting at which officers were appointed if appointments were not held at the annual meeting, until the next annual meeting or until a qualified successor is appointed upon expiration of the term of that officer, or until that officer's death, resignation or removal.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a special election to fill the vacancy, following the same rules and procedures as described in Article II, Section 3.

Section 5. The 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. The President shall, when present, preside at all meetings of the Board of Directors. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice-Presidents. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Executive Vice President, or if one shall not have been designated, the Vice President with longest service in that office) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. Vice Presidents may by their election have charge and supervision of designated portions of the Corporation's affairs.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings 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; and (c) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Corporation, and for moneys due and payable to the Corporation from any source whatsoever, including the deposit of such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 10. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 11. Compensation. Officers of the Corporation shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

ARTICLE V
Indemnification

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by South Carolina law, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, Board resolution, the South Carolina for Online Education, Inc. or otherwise.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

ARTICLE VI
Fiscal Year

The fiscal year of the Corporation shall end on the last day of June in each year.

ARTICLE VII
Seal

The Corporation has no corporate seal.

ARTICLE VIII

Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. The President plus any one of the Vice-President, the Secretary or the Treasurer shall have authority to sign, execute and acknowledge on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation 's regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by South Carolina law or directed by the Board of Directors, the President may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the Corporation, provided, however, that an attestation is not required to enable a document to be an act of the Corporation .

Section 2. Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms or other depositories as the Board of Directors may select.

ARTICLE IX
Amendments

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board of Directors at any regular or special meeting thereof.

Section 2. Implied Amendment. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect, but is taken or authorized by affirmative vote of not less than the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

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Certified a true and correct copy of the Bylaws adopted on the 14th day of January, 2020, by the Board of Directors of the South Carolina for Online Education, Inc. INC.

______________________, Board Chair