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OF
THE EARLY LEARNING PARTNERSHIP OF YORK COUNTY
(a South Carolina Nonprofit Corporation)

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**BYLAWS
OF
THE EARLY LEARNING PARTNERSHIP OF YORK COUNTY
(a South Carolina Nonprofit Corporation)**

ARTICLE I

OFFICES AND AGENTS

Section 1. Principal Office. The principal office of the corporation shall be located at such place as the Board of Directors may fix from time to time. If the location of the principal office is changed, the corporation within thirty days shall file a Notice of Change of Principal Office with the Secretary of State, as required by law.

Section 2. Registered Office and Registered Agent. The corporation, as required by law, shall continuously maintain in the State of South Carolina a registered agent and a registered office of the corporation with the same address as that of the registered agent. The registered office may be, but need not be, identical to the principal office. The registered office or registered agent may be changed by the Board of Directors from time to time by delivering notice of such change to the Secretary of State.

Section 3. Other Offices. The corporation may have offices at such other places, either within or without the State of South Carolina, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE II

BOARD OF DIRECTORS

Section 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.

Section 2. Number and Qualifications. The number of directors constituting the Board of Directors shall be not less than three, nor more than twenty-one, as may be fixed or changed from time to time, within the minimum and maximum, by the members or by the Board of Directors. The number of directors constituting the initial Board of Directors shall be nineteen. Directors need not be residents of the State of South Carolina or members of the corporation.

Section 3. Nomination of Directors. Any director may nominate individuals for the position of director. Such nomination must be in writing, signed by the nominee authorizing that his or her name be placed on the ballot, and delivered to the Board of Directors not less than two weeks nor more than four weeks before the meeting at which directors are to be elected. Any such additional nominees shall be included on the Ballot at such meeting.

Section 4. Election. The directors shall be elected by the vote of the directors then in office; and those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected.

Section 5. Term of Directors. Each initial director shall hold office until the first regular meeting at which directors are elected, or until such director's death, resignation or removal. The directors elected at the first regular meeting at which directors are elected shall be divided into three classes, as nearly equal in number as may be, to serve in the first instance for terms of one, two and three years, respectively, and thereafter the successors in each class of directors shall be elected to serve for terms of three years. In the event of any increase or decrease in the number of directors, the additional or eliminated directorships shall be so classified or chosen that all classes of directors shall remain or become as nearly equal in number as may be. The term of a director elected to fill a vacancy expires at the end of the unexpired

term that such director is filling. A decrease in the number of directors does not shorten an incumbent director's term. Despite the expiration of a director's term, such director shall continue to serve until a successor shall be elected and qualifies or until there is a decrease in the number of directors.

Section 6. Removal. A director may be removed with or without cause by a vote of two-thirds of the directors then in office. If any directors are so removed, new directors may be elected at the same meeting.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors, including, without limitation, a vacancy resulting from an increase in the number of directors, shall be filled by the Board of Directors. If the directors remaining in office do not constitute a quorum, the directors may fill the vacancy by the affirmative vote of a majority of the remaining directors.

Section 8. Chairman of Board. There may be a Chairman of the Board of Directors elected by the directors from their number at any meeting of the Board. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 9. Executive Director. The Board of Directors may appoint or employ an Executive Director whose duties and functions shall be those prescribed by the Board of Directors, provided that any such delegation of authority to the Executive Director shall not operate to relieve the Board of Directors or any individual directors of any responsibility imposed upon it, him or her by law. The Board of Directors shall, from time to time, determine the compensation to be paid, if any to the Executive Director. The Executive Director is authorized to employ, on the approval of the Board of Directors, a staff responsible to assist with the duties of the Executive Director.

Section 10. Compensation. The Board of Directors may not compensate directors for their services as such but by resolution may pay a fixed sum for attendance at meetings of the Board of Directors and may provide for the payment of all expenses incurred by directors in attending regular and special meetings of the Board.

ARTICLE III

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. A regular meeting of the Board of Directors shall be held on the second Tuesday of December in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding Tuesday not a legal holiday, for the purpose of electing directors of the corporation and for the transaction of such other business as may be properly brought before the meeting. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of South Carolina, for the holding of additional regular meetings.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, if any, by the President or by at least twenty percent of the directors then in office. Such a meeting may be held either within or without the State of South Carolina, as fixed by the person or persons calling the meeting.

Section 3. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least two days before the meeting, give or cause to be given notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Any duly convened regular or special meeting may be adjourned by the directors to a later time without further notice.

Section 4. Waiver of Notice. Any director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the director entitled to the notice and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice of such meeting unless the director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5. Quorum. Unless the articles of incorporation or these bylaws provide otherwise, a majority of the number of directors fixed by or pursuant to these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, or if no number is so fixed, the majority of directors in office immediately before the meeting begins shall constitute a quorum.

Section 6. Manner of Acting. Except as otherwise provided in the articles of incorporation or these bylaws, the affirmative vote 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.

Section 7. Presumption of Assent. 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 (a) such director objects at the beginning of the meeting, or promptly upon arrival, to holding it or to transacting business at the meeting, or (b) such director votes against the action and the vote is entered in the minutes of the meeting, or (c) such director's dissent or abstention from the action taken is entered in the minutes of the meeting, or (d) such director files written notice of dissent or abstention with the presiding officer of the meeting before its adjournment or with the corporation immediately after the

adjournment of the meeting. Such right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 8. Action Without Meeting. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes filed with the corporate records reflecting the action taken.

Section 9. Committees of the Board. The Board of Directors may create an Executive Committee and other committees of the Board and appoint members of the Board of Directors to serve on them. The creation of a committee of the Board and appointment of members to it must be approved by the greater of (a) a majority of the number of directors in office when the action is taken or (b) the number of directors required to take action pursuant to **Section 6** of this Article IV. Each committee of the Board must have two or more members and, to the extent authorized by law and specified by the Board of Directors, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. Each committee member serves at the pleasure of the Board of Directors. The provisions in these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to committees of the Board established under this section.

ARTICLE IV

OFFICERS

Section 1. Officers of the Corporation. The officers of the corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer and other officers as may from time to

time be appointed by or under the authority of the Board of Directors. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. Appointment and Term. The officers of the corporation shall be appointed by the Board of Directors or by a duly appointed officer authorized by the Board of Directors to appoint one or more officers or assistant officers. Each officer shall hold office until his or her death, resignation, retirement, removal, disqualification or a successor shall have been appointed.

Section 3. Compensation of Officers. The Board of Directors may not compensate officers for their services as such but may provide for the payment of all expenses incurred by the officers in carrying out their duties.

Section 4. Removal. Any officer may be removed by the Board at any time with or without cause; but such removal shall not itself affect the officer's contract rights, if any, with the corporation.

Section 5. Resignation. An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date that is accepted by the corporation, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.

Section 6. Bonds. The Board of Directors may by resolution require any officer, agent, or employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of the respective office or position, and to

comply with such other conditions as may from time to time be required by the Board of Directors.

Section 7. 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 sign, with the Secretary, an Assistant Secretary, or any other proper officer of the corporation thereunto authorized by the Board of Directors, any 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, by a duly appointed committee thereof, 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 the President 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.

Section 8. Vice-President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice-President, unless otherwise determined by the Board of Directors, 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. The Vice-President shall perform such other duties as from time to time may be prescribed by the President or Board of Directors.

Section 9. Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors and of all committees 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) maintain and authenticate the records of the corporation and be custodian of

the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) attest the signature or certify the incumbency or signature of any officer 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 prescribed by the President or by the Board of Directors.

Section 10. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; 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 depositories as shall be selected in accordance with the provisions of these bylaws; (b) maintain appropriate accounting records as required by law; (c) prepare, or cause to be prepared, annual financial statements of the corporation that include a balance sheet as of the end of the fiscal year and an income statement; and (d) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be prescribed by the President or by the Board of Directors.

ARTICLE V

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, 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 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, 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 be determined by the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as may be selected by or under the authority of the Board of Directors.

Section 5. Gifts. The Board of Directors or any officer may accept, on behalf of the corporation, any contribution, gift, bequest or devise for the general purpose or for any special purposes of the corporation.

Section 6. Investments. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI

INDEMNIFICATION

Any person who at any time serves or has served as a director of the corporation, or who, while serving as a director of the corporation, serves or has served, at the request of the corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an

employee benefit plan, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by such person in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitral action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the corporation, seeking to hold such person liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by such person in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due such person. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation.

Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

ARTICLE VII
GENERAL PROVISIONS

Section 1. Seal. The corporate seal of the corporation shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL; and such seal, as impressed or affixed on the margin hereof, is hereby adopted as the corporate seal of the corporation.

Section 2. Fiscal Year. The fiscal year of the corporation shall be fixed by the Board of Directors.

Section 3. Amendments. Except as otherwise provided in the articles of incorporation or by law, these bylaws may be amended or repealed and new bylaws may be adopted by the Board of Directors or by the members.

No bylaw adopted, amended or repealed by the members shall be readopted, amended or repealed by the Board of Directors, unless the articles of incorporation or a bylaw adopted by the members authorizes the Board of Directors to adopt, amend or repeal that particular bylaw or the bylaws generally.

Section 4. Distribution Upon Dissolution. Upon dissolution, and after all of the corporation's liabilities and obligations have been discharged or adequate provision made therefor, all of the corporation's assets shall be distributed as may be designated by a majority of the members, provided that such organization is an organization qualified under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Section 5. Books and Records. The corporation shall keep correct and complete books and records and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The books, records and papers

of the corporation shall at all times, during reasonable business hours, be subject to inspection by any director.

Section 6. Prohibition Against Sharing in Corporate Earnings. No member, director, officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. Upon such dissolution or winding up of affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 7. Exempt Activities. Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to

which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Section 8. Definitions. Unless the context otherwise requires, terms used in these bylaws shall have the meanings assigned to them in the South Carolina Nonprofit Corporation Act of 1994, as amended, to the extent defined therein.

Duly approved at a meeting of the full board of directors on this ____ day of July, 2005.

Secretary