BYLAWS OF

DARLINGTON COUNTY FIRST STEPS TO SCHOOL READINESS PARTNERSHIP

A South Carolina Nonprofit Corporation

Adopted effective September 24, 1999; amended 2001 and 2015; amendment date**: March 11, 2025.**

BYLAWS
OF
DARLINGTON COUNTY FIRST STEPS TO SCHOOL READINESS PARTNERSHIP, A SOUTH CAROLINA NONPROFIT CORPORATION

ARTICLE I

NAME

The name of this corporation is Darlington County First Steps to School Readiness Partnership, a South Carolina Nonprofit Corporation (hereinafter referred to as the "Corporation").

ARTICLE II

OFFICE

The principal office of the Corporation shall be initially in the City of Columbia, the County of Richland, and the State of South Carolina (the "State"). The Corporation may have its principal office and other offices at such other locations within the State as the Board of Directors, as defined in Article VI, may designate and as the activities of the Corporation may require from time to time.

ARTICLE III

GENERAL

Section III(a). Organization. The Corporation is a nonprofit corporation (i) established and operating in accordance with the provisions of 26 U.S.C. ("Internal Revenue Code") §§501(c)(3) and 509(a)(1), (2) or (3) and the regulations thereunder, and §§12-20-110 and 59-152- 60, Code of Laws of South Carolina, 1976 ("South Carolina Code" or "S.C. Code"), as amended; and (ii) incorporated under the South Carolina Nonprofit Corporation Act of 1994 [,Chapter 31, Title 33, S.C. Code (the "Nonprofit Act")]. The Corporation is an independent and autonomous organization.

Section III(b). Fiscal Year. The Corporation shall operate on a fiscal ("accounting" or "program") year basis, beginning July 1 and ending June 30. The Corporation's period of duration shall be perpetual unless terminated in accordance with Article XII of these Bylaws.

Section III(c). Terminology. When used in these Bylaws, any male noun or pronoun refers to persons of either sex, and the term "person" means any individual, trust, estate, partnership, association, foundation, company or corporation.

ARTICLE IV

PURPOSES, POWERS AND POLICIES

Section IV(a). General Purposes. The Corporation is organized and shall operate for the purposes set forth in S.C. Code §§59-152-10, et seq. and §§63-11-1720 et seq. (the "Enabling Act"), exclusively for charitable, educational and/or scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law); no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; 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 a candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (i) by an organization described in 26 U.S.C. §§501(c)(3) and 509(a)(1), (2) or (3), or (ii) by an organization contributions to which are deductible under the provisions of 26 U.S.C. §170(c)(2) or any other corresponding provision of any future United States Internal Revenue Law.

Section IV(b). Specific Purposes. The Corporation is organized as follows: (i) in accordance with the "Enabling Act"; and (ii) as a supporting organization for the benefit of, to perform the functions of, or to carry out the purposes of South Carolina First Steps to School Readiness Board of Trustees, a South Carolina Nonprofit Corporation (the "State Board"). The Corporation may engage in any and all lawful activities within its powers necessary or incident to the foregoing purposes.

Section IV(c). Powers. The Corporation shall have such powers as are now or may hereafter be granted corporations under the Nonprofit Act, except as may be limited by the Enabling Act or the Corporation's Articles of Incorporation or Bylaws.

Section IV(d). Operating Policies, Procedures and Guidelines. In order to implement the purposes of the Corporation within the guidelines of the Enabling Act, the Board of Directors may adopt, amend, or restate Operating Policies, Procedures and Guidelines as are in compliance with the Freedom of Information Act and are approved by the Office of South Carolina First Steps to School Readiness (the "Office of First Steps").

ARTICLE V

MEMBERS AND MEMBERSHIP

As provided in the Corporation's Articles of Incorporation pursuant to S.C. Code §33-31-603, the Corporation does not have members within the meaning of S.C. Code §33-31-140(23). Any use of "member" or "membership" in these Bylaws should be understood in its immediate context, and not to refer to "members" within such statutory definition.

ARTICLE VI

BOARD OF DIRECTORS

Section VI(a). Governing Authority, General Powers, Oversight and Accountability.

The Board of Directors of the Corporation is the governing body of the Corporation and is vested with the entire management of the business and affairs of the Corporation. The Board of Directors exercises all such powers of the Corporation and performs all such lawful acts which are now or may hereafter be granted a board of directors under the Nonprofit Act, except as may be limited by the Enabling Act or the Corporation's Articles of Incorporation or Bylaws. The members of the Board of Directors are referred to in these Bylaws as Directors. The standard of care applicable to the Directors is that provided in the Nonprofit Act. All corporate powers shall be exercised and all affairs of the Corporation shall be managed under the authority and direction of the Board of Directors in accordance with the Enabling Act, which provides for oversight by and accountability to the State Board and the Office of First Steps.

Section VI(b). Composition. The Board of Directors of the Corporation (the "Board") shall be composed of members in the manner described in the Enabling Act.

Directors appointed in the manner set forth in this Section VI(b) shall in all events comprise a voting majority of the Board. In addition to the Directors appointed in the manner set forth in this Section, the

Board has the discretion to elect up to four additional Directors (each an "Elected Director"). Such elections shall be conducted in accordance with Section VI(b)(7).

(1) Coverage Area. The Corporation's coverage area in the case of a single-county partnership, shall be the county represented by the Corporation and in the case of a multi-county partnership, shall be the counties represented by the Corporation.

(2) County Delegation Appointments. The county legislative delegation for the county represented by the Board shall appoint six Directors to the Board. In multicounty partnerships, the legislative delegations shall modify their appointments based on the plan approved by the South Carolina First Steps to School Readiness Board of Trustees pursuant to Section 59-152-70(E).

(3) Recommendation. In addition to the Directors appointed by the county legislative delegation in accordance with Section VI(b)(2), each of the following entities located within the Corporation's coverage area shall recommend one individual to the legislative delegation for appointment by the delegation to serve as a Director of the Board:
(a) Department of Social Services;
(b) Department of Public Health; and
(c) Head Start or early Head Start;
(4) County Library Recommendation. In addition to the Directors appointed by the county legislative delegation in accordance with Section VI(b)(2) and Section VI(b)(3), the county public library system staff located within the Corporation's coverage area shall recommend one employee of the system for appointment by the county council of the Corporation's coverage area to serve as a Director, and the county council either shall make the appointment or reject the appointment and ask the library staff to make another recommendation.

(5) Public School Board Appointments. In addition to the Directors appointed by the county legislative delegation in accordance with Section VI(B)(2) and Section VI(b)(3), and the Director appointed by the county public library system staff in accordance with Section VI(b)(4), each public school district board located within the Corporation's coverage area shall appoint one of its employees to serve as a Director.

(6) Delegation to County Council. The legislative delegation may, by resolution, delegate some or all of its appointments to the county council of the Corporation's coverage area. Any Director appointed to a directorship pursuant to any of paragraphs (2) through (6) of this Section VI(b) may be referred to as an "Appointed Director."

(7) Election of Directors. Except as provided in Section VI(c)(4) below relating to vacancies, any Elected Director(s) (not to exceed four Directors) shall be elected by the Board of Directors at a meeting of the Board of Directors. Of those individuals nominated for an Elected Director position, the individual who receives a plurality of the votes case shall be deemed to have been elected. If any Director then holding office so demands, the election of the Elected Director(s) shall be by secret ballot.

Section VI(c). Terms, Resignation, Removal and Vacancies.
(1) Terms. Except in case of earlier resignation, removal, death or other inability to serve, the term of service of each Director shall expire four (4) years from such Director's date of election or appointment. Except for Appointed Directors, a Director may not serve more than

eight (8) consecutive years. A Director elected or appointed to fill a vacancy in a Directorship caused by resignation, removal, death or other inability to serve, shall serve out the unexpired term to which he is elected or appointed. Elected Directors may not serve in a holdover capacity after their terms ends.

(2) Resignation. Any Director may resign at any time by delivering written notice to the Chairman or the Secretary of the Board of Directors. A resignation is effective at the earlier of when notice is received, five (5) days after deposit in the U.S. Mail correctly addressed and with first class postage attached, or otherwise as provided in the Nonprofit Act.

(3) Removal. Directors who miss more than three (3) consecutive meetings without excuse considered terminated from membership on the Board and a vacancy on the Board is created. Appointed Directors may be removed with or without cause by the appointing delegation, council, or agency. The delegation, council, or agency removing an appointed Director will do so by giving written notice of the removal to the removed Director and to the Chairman of the Board and either the Executive Director or Secretary. If for any reason the delegation, council, or agency ceases to exist, the appointment of the Director(s) appointed by such delegation, council or agency shall terminate.

If the Board removes a Director, it will do so by giving written notice of the removal to the removed Director and if the Director is appointed, to the delegation, council, or agency appointing such Director. The minutes of the meeting addressing such removal shall reflect the reason or reasons for such removal. Notice of removal is effective at the earlier of when notice is received, five (5) days after deposit in the U.S. Mail correctly addressed and with first class postage attached, or otherwise as provided in the Nonprofit Act.

(4) Vacancies. When any vacancy on the Board occurs, the vacancy timely must be filled with a person from the same category and in the same manner of election or appointment as the vacated Director, for the unexpired portion of the term of the Directorship.

No person may be appointed to fill any vacancy in a Directorship, however occurring, unless such person is qualified to hold such Directorship as described in this Section above.

Section VI(d). Chairman and Vice Chairman of the Board of Directors. The Chairman of the Board of Directors shall be elected from among the members of the Board of Directors by a majority of the members of the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors, shall call special meetings of the Board of Directors as provided in Section VI(f) of these Bylaws, and shall have those powers and duties assigned in these Bylaws as well as those incident to the office. The Vice Chairman of the Board of Directors shall be elected from among the members of the Board of Directors by a majority of the members of the Board of Directors. The Vice Chairman shall perform the duties of the Chairman in the Chairman's absence.

The Chairman shall serve a one (1) year term; *provided, however*, the Chairman may be elected to subsequent terms not to exceed a total of four (4) consecutive years. The Vice Chairman shall serve a one (1) year term; *provided, however*, the Vice Chairman may be elected to subsequent terms not to exceed a total of four (4) consecutive years.

Section VI(e). Regular Meetings. Regular Meetings of the Board of Directors shall be held periodically, at least once every fiscal quarter, at such date and at a time and place as the Chairman of the Board of Directors determines. A periodic meeting schedule shall be determined by the Chairman and distributed to the members of the Board of Directors.
One (1) Regular Meeting each year shall be designated by the Board as the Annual Meeting. Notice of the Annual Meeting shall be given as provided in Section VI(g) and shall also be given to the public which shall be invited to attend. At the Annual Meeting the Board shall report to the public of the County on the Corporation's progress during the past year and its plans for the coming year, in addition to attending to such other business as is prescribed in these Bylaws and as shall otherwise come before the Board.

Section VI(f). Special Meetings. Special meetings of the Board of Directors shall be held on the call of the Chairman or on the call in writing of any ten (10) Directors. The Chairman shall determine the date, time and place of special meetings.

Section VI(g). Notice, Waiver of Notice of Meetings. The Secretary shall give written notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and, in the case of a special meeting, the purpose(s) for which the meeting is called.
Notice of meetings shall be given in writing to all Directors not less than two (2) nor more than ten (10) business days prior to each meeting. Notice of meetings is effective at the earlier of when received, five (5) days after being placed in the U.S. mail correctly addressed with first class postage attached, or otherwise as provided in the Nonprofit Act.
Directors may waive notice before or after a meeting by a signed writing filed with the minutes of the Corporation.
Attendance at a meeting constitutes waiver of notice unless the Director attends the meeting to object to lack of notice either of the meeting or of business to be addressed, presents his objection immediately upon arriving at the meeting, and does not thereafter vote for or assent to the complained-of action.

Section VI(h). Quorum, Manner of Acting, Voting. The Board of Directors may conduct any business at regular meetings. At special meetings it may conduct only that business described in the notice of meeting. At any meeting of the Board of Directors, a majority of the number of Directors in office immediately before the meeting constitutes a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board. Each Director has one (1) vote. Voting by proxy is not permitted. A Director who is present at a meeting of the Board or a Committee of the Board when corporate action is taken is deemed to have assented to the action taken unless: (a) he objects, at the beginning of the meeting or promptly upon his arrival, to holding the meeting or transacting specified affairs at the meeting; or (b) he votes against or abstains from the action taken.

Section VI(i). Presence at/Participation in Meetings. Directors may attend any Board or Committee meeting through the use of conference telephone or other means of communication by which all Directors participating in the meeting may hear each other simultaneously during the meeting, and participation by such means shall constitute presence in person at that meeting.

Section VI(j). Conflicts of Interest. Directors must strive to achieve the greatest objectivity and impartiality possible in the execution of their duties. A director has a conflict of

interest when such Director, directly or indirectly, is financially interested in planning, applying for or executing direct service provision, engaging personnel, grant applications, or any other activity involving planning for expenditure of funds or expending funds. Even the appearance of a conflict of interest is to be avoided. As a general rule, any time a Director is not, or does not appear to be, for any reason, impartial, the Director has a conflict of interest. Directors with conflicts of interest as to a matter shall recuse themselves from any discussions or decisions by the Board or any committee thereof regarding the provision of funds or awards to any program or entity funded under the same funding category, any discussions or decisions by the Board regarding the provision of funds or awards to that specific program, the continuation of funds or award to any such program or entity funded under the same funding category, participating in the oversight, evaluation, continuation, suspension, or termination of any grant under the same funding category, or voting on any of the foregoing. Any abstention from voting must be noted in the minutes of the meeting.
Any vote by the Board of Directors in violation of this Section shall be voidable at the discretion of the disinterested Board of Directors, regardless of fairness to the Corporation.
Any Director failing to disclose a conflict of interest to the Board of Directors shall be removed from the Board forthwith. The provisions of Nonprofit Corporation Act §33-31-831 shall apply except as to matters directly addressed in this Section. This Section is purposefully more stringent that §33-31-831, as permitted by such statute.

Section VI(k). Fiscal Accountability, Books and Records. The Corporation shall implement such fiscal policies and procedures and maintain such books and records as required by the Office of First Steps and as needed to ensure fiscal accountability of all funds appropriated to the Corporation. The Corporation shall adopt and implement a standard fiscal accountability system as developed and required by the Office of First Steps in accordance with S.C. Code §59-152-150. The Corporation's books and records shall be maintained in accordance with this Section, Section VI(l) and Section IX(b) of the Bylaws.

(1) Financial Reports. The Corporation shall maintain at its principal office its financial reports as of the end of the most recent fiscal year, including at a minimum a balance sheet and a statement of operations of such year, accompanied by the report of the appropriate reviewing body.

(2) Corporate Records. The Corporation shall maintain at its principal office the following written corporate records: Articles of Incorporation and all amendments from time to time in effect; Bylaws and all amendments from time to time in effect; minutes of all Board of Directors' meetings, Committee meetings and action taken without meeting for the past three (3) years; a current list of Directors and Officers and their addresses of record; the approved federal income tax exemption application (IRS Form 1023); the three (3) most recent annual information returns (IRS Form 990), and such additional tax information as may be required under §6104 of the Internal Revenue Code. The Corporation shall maintain in writing or in a format convertible into writing the minutes of all Board and Committee meetings and action taken without meeting.

(3) Inspection Rights of Directors. Each Director shall have the right to inspect and copy (at the Director's expense) during regular business hours the financial reports and corporate records described in subparagraphs (1) and (2) of this Section.

Section VI(l). Compliance with Freedom of Information Act and IRS Disclosure Requirements. Business meetings of the Board of Directors and Committees of the Board shall be conducted in accordance with the South Carolina Freedom of Information Act, S.C. Code §§30-4-10, et seq. (the "FOIA"), as in effect from time to time, a copy of the current version of which is attached to these Bylaws. Records of the Corporation shall be maintained and provided in

accordance with the FOIA and the Internal Revenue Code. The Operating Policies, Procedures and Guidelines of the Corporation shall contain such provisions, including language addressing conduct of meetings and disclosure of records, as to ensure the Corporation's compliance with the FOIA and IRS disclosure regulations.

Section VI(m). Committees. By the approval of a majority of all the directors in office when the action is taken,
the Board of Directors may from time to time (a) create one (1) or more Committees of the Board if so required by the State Board from time to time or if the State Board has not so required, as determined by the Board (the "Committees"); and appoint and remove Committee members and determine their terms of service in accordance with the provisions of S.C. Code §33-31-825. Committees may be of any size and composition, *provided, however,* each Committee shall include at least two (2) Directors.
By the approval of a majority of all the directors in office when the action is taken, the Board of Directors shall specify each Committee's authority (unless determined otherwise by the State Board); *provided, however*, Committees may not be authorized to authorize distributions, approve or recommend the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; select, appoint, or remove directors or fill vacancies on the Board or on any of its Committees; adopt, amend or repeal the articles of incorporation or these Bylaws; or otherwise act in contravention of either the Nonprofit Act or the FOIA.

Section VI(n). Service Without Compensation. Each Director shall serve as a Director without compensation. Nothing in this Section shall prohibit the payment of reasonable compensation to an employee of the Corporation, in his capacity as employee, even though such individual may also be serving as a Director, provided such compensation is determined in the manner provided in Section VII(a)(4) of these Bylaws.

ARTICLE VII

OFFICERS

Section VII(a). General.

(1) Authority. The officers of the Corporation shall be vested with authority to administer and implement duties, responsibilities and directives in conformity with their respective offices.

(2) Composition. The officers shall be a Secretary and such other officers as the Board of Directors may designate from time to time.

(3) Election, Terms, Removal, Resignation and Vacancy.

(A) Election, Terms, Removal. The Secretary and all other officers shall be elected by majority vote of and serve at the pleasure of the Board of Directors. The election and term of the Chairman and Vice-Chairman shall not be subject to this Section and shall be governed by Section VI(d). An officer may be removed with or without cause by majority vote of the Board of Directors.

(B) Resignation. An officer may resign at any time by giving written notice to the Board of Directors.

(C) Vacancy. Any vacancy in an office shall be filled temporarily by the

Chairman of the Board of Directors and permanently at the next regular or special meeting of the Board of Directors.

(4) Compensation. Employees may be paid reasonable compensation commensurate with their duties, responsibilities and work, which compensation shall be determined by the Board of Directors or duly authorized Committee thereof as follows: (i) The Board of Directors or Committee determining compensation shall be composed of persons who are unrelated to and not subject to the control of the person whose compensation is being determined; (ii) The Board of Directors or Committee determining compensation shall contemporaneously obtain and rely upon appropriate data as to the comparability of the compensation package; and (iii) There shall be adequate contemporary documentation for the basis of the Board's or Committee's determination.

With respect to the Corporation's Executive Director, the Corporation must follow the adopted policies and procedures as defined by the State Board. The Corporation, per the policies and procedures, shall submit for approval by the State Board any request to hire an Executive Director; submit for approval by the State Board justification of and recommendations for the salary and any salary increases for the Corporation's Executive Director; and implement and document an annual performance evaluation for the Corporation's Executive Director. The completed performance evaluation document shall be submitted annually to the State Board.

The Corporation may reimburse Directors and/or employees for such expenses incurred incidental to the conduct of the business and affairs of the Corporation as may be reasonable and authorized by the Board of Directors.

Section VII(b). Duties and Responsibilities.

The Secretary shall be responsible for: (i) maintaining the records of the Corporation, recording and maintaining in a book provided for that purpose the minutes of all meetings of the Board of Directors and any Committees, (ii) coordinating and assuming primary responsibility for the proper procedure in connection with the selection, designation and appointment of Directors and the election of officers of the Corporation; (iii) authenticating documents of the corporation; and (iv) seeing that all notices of the Corporation are duly given in accordance with the provisions of these Bylaws and as required by law. The Secretary shall be responsible for keeping an accurate list of the Directors and officers of the Corporation, their addresses of record, and the dates of their respective terms and the expiration thereof. The Secretary shall be responsible for keeping the seal of the Corporation and shall perform such other duties as he may be assigned from time to time by the Board of Directors.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify its serving and former Directors and Officers to the maximum extent permitted by law in effect from time to time.

ARTICLE IX

REGULATION

Section IX(a). General. The regulation of the business and conduct of the affairs of the Corporation shall conform to federal and state income tax laws and any other applicable federal and state law, including, but not limited to, the Enabling Act and the Nonprofit Act. In the interpretation of these Bylaws, wherever reference is made to the United States Code (U.S.C.), the United States Internal Revenue Code or Internal Revenue Laws, the Enabling Act, the Nonprofit

Act, the South Carolina Code or any other statute, or to any section thereof, such reference shall be construed to mean such Code, Act, Laws, Statutes, or section thereof, and the regulations thereunder, as the case may be, as heretofore or hereafter amended or supplemented or as superseded by laws or regulations covering equivalent subject matter.

Section IX(b). Oversight and Accountability. Oversight by and accountability to the State Board and the Office of First Steps will be maintained in accordance with the Enabling Act as in effect from time to time, a copy of the current version of which is attached.
Section IX(c). Governing Law. These Bylaws are executed and delivered in the State of South Carolina and they shall be governed by, construed and administered in accordance with the laws of the State of South Carolina.

Section IX(d). Parliamentary Procedure. The provisions of the latest edition of Robert's Rules of Order shall serve as the basic guide to fair and orderly procedure in meetings of the Corporation. In the event that any of the provisions of Robert's Rules of Order conflict with the Bylaws, the provisions of the Bylaws prevail.

ARTICLE X

AMENDMENTS AND CONFLICTS

Section X(a). Amendments. These Bylaws may be amended or restated from time to time in accordance with the provisions of S.C. Code §33-31-1020; provided, however, any such amendments or restatements must be approved by the State Board prior to adoption by the Board of Directors of the Corporation.
Section X(b). Conflicts. In the event that any of the provisions of these Bylaws, as amended, conflict with any of the provisions of prior Bylaws, the provisions of the amended Bylaws control.

ARTICLE XI

SEAL

The Board of Directors may adopt a seal for the Corporation.

ARTICLE XII

DISSOLUTION

Section XII(a). General. The Corporation may be dissolved and its business and affairs terminated, and such dissolution shall be in accordance with the provisions of Chapter 31, Title 33, S.C. Code and §1.501(c)(3)-1(b)(4) of the United States Treasury Regulations.

Section XII(b). Distribution. Upon dissolution of the Corporation and after all its debts and expenses have been paid, all of its assets shall be conveyed or distributed in conformity with the Bylaws and the Articles of Incorporation of the Corporation. All monies held by the Corporation which have been appropriated by the General Assembly for the South Carolina First Steps to School Readiness initiative, including any interest thereon, as provided by applicable law, shall be conveyed or distributed to the State of South Carolina. All remaining assets of the Corporation shall be conveyed or distributed to the State of South Carolina, to the State Board as long as the State Board at the time of conveyance or distribution qualifies as an organization described in §§501(c)(3) and 170(c)(2) of the Internal Revenue Code or any corresponding

provision of any future Federal tax code or as otherwise required by applicable law to be distributed to the applicable grantor.

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