

BYLAWS

UNITED WAY ASSOCIATION OF SOUTH CAROLINA

Article I

NAME

The name of this Corporation shall be the United Way Association of South Carolina. Where ever the Term “Corporation” is used herein. It shall mean the United Way Association of South Carolina.

Article II

NOT-FOR-PROFIT CORPORATION

The Corporation is a not-for-profit corporation established pursuant to Title 33, Chapter 31 of the 1976 Code of Laws of South Carolina as amended.

Article III

PURPOSE

- I. The purpose of this Corporation is to support and enhance the effectiveness of local United Ways in South Carolina by:
 - Providing leadership and coordination to build a United Way system in South Carolina.
 - Identifying and advocating major issues in public policy that affect local communities.
 - Providing relevant information, training and resources to enable United Ways to better meet community needs.
 - Facilitate effective use of the resources of the United Way Worldwide.
 - Serve as fiscal and administrative agent for the South Carolina Commission on National and Community Service.
2. Nothing herein shall authorize this Corporation directly or indirectly, to engage in or include among its purposes, any of the activities prohibited by state or federal law.
3. No part of the net earnings of this Corporation shall result in a benefit to any private shareholder or individual. The property of this Corporation is irrevocably dedicated to charitable purposes, and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person, but will be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Sections 501(c)(3) and 590(a)(1),(2), or (3) of the Internal Revenue Code of 1986, as amended.

Article IV

DURATION

The period during which this Corporation is to continue as a corporation is perpetual.

Article V

MEMBERSHIP

The Members of the Corporation shall be those local United Way organizations which meet the eligibility standards and requirements as set forth in UWW standards.

Membership Requirements

Members shall be admitted to membership in the Corporation at such time as an application is accepted by the Board of Directors and provisions are made for the payment of the membership fee in accordance with the Guidelines established by the Board of Directors.

Regular Membership

The Regular Membership of the Corporation shall consist of Local United Way Organizations duly incorporated under the laws of the State of South Carolina, which agree to abide by the Bylaws of the Corporation and to participate in funding the Corporation.

Membership Dues

A Fair Share Support Plan specifying the amount of membership dues shall be established by the Board of Directors. Annual membership dues may be paid by each member in a lump sum at the beginning of the fiscal year or in equal quarterly or biannual installments, at each member's discretion.

Voting Rights

No member of the Corporation shall be entitled to voting rights with regard to any matters concerning the Corporation, unless otherwise provided herein or by law.

Suspension and Reinstatement

The Board of Directors may, after providing written notice, suspend from all privileges and services of membership any regular member organization that is delinquent in payment of its membership dues, or of any provisional member that, after a one (1) year period, does not, after notice, elect to financially support the Corporation. When a member resigns or has its membership terminated, the positions of its representatives on the Board of Directors and any and all committees shall be terminated.

Member Rights

A member may:

- (a) propose candidates for membership on the Board of Directors and its committees through the nominating process;
- (b) vote through the member delegate on Bylaw amendments proposed or enacted and in effect by the Board of Directors; and
- (c) have access to annual audited financial statements of the Organization.

Special Projects

Members may be asked from time to time to participate in special projects. Participation in special projects shall be strictly voluntary.

Compliance

The Board of Directors shall ensure compliance with the provisions of this Article V. Except as provided in the Corporation's Articles of Incorporation, no member shall have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises of the Corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue if its membership ceases, or while it is not in good standing.

Termination of Membership

Any membership may be terminated upon a two-thirds (2/3) majority vote of the Board of Directors

Article VI

MEETING OF MEMBERS

The Members shall meet annually at the Annual Meeting of the Corporation for the election of Directors and for the transaction of such other business as may properly come before the meeting and at such time as may be designated by the Members at the last preceding annual or regular meeting, or by the Board of Directors at any regular or special meeting. Provisions with respect to notice, quorum, and inspections of elections shall comply with the law of the State of South Carolina. At the conclusion of the Annual Meeting the Board of Directors will meet and welcome new members and conduct any other business the Board of Directors may see needed.

Quorum

The presence in person or by proxy of Members entitled to cast votes must be 50% + 1 of the total number of votes entitled to be cast. This shall constitute a quorum at all meetings of Members for the election of Directors or for the transaction of other business except as otherwise provided by law. If such number of Members shall not be so present in person or by proxy, those present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Minutes

Minutes of the annual meeting will be taken, reviewed, and approved by the members. Minutes of the annual meeting will be made available for public inspection.

Article VII

BOARD OF DIRECTORS

The Organization shall be under the supervision of a Board of Directors which shall have the control and management of the affairs and property of the Organization. The Board of Directors shall be responsible for strategic leadership, resource and relationship management, reputation building, stewardship of United Way assets, performance management and measurement, and oversight of public policy agenda and advocacy. The Directors may delegate certain of their duties to the officers of the Organization. In addition to the powers expressly conferred.

The Board membership should be diverse in terms of geography, gender and ethnicity. Board members should have a history of being supportive of their local United Way, both in terms of their time and resources.

The Board of Directors shall consist of at least twenty-three but not more than 35 individuals. The makeup of the board will include the Chair of the Chief Professional Officers Group, no more than 5 Directors elected from the chief professional officers of local United Ways, the Chair, SC Commission on National and Community Services with the remaining Directors elected from local United Way volunteers.

Meeting of the Board of Directors of this Corporation shall be held at least quarterly, at such time and place as designated by the Board. Additional meetings may be held on the call of the Chair or, if the Chair is absent or unable or refuses to act, by the Chair Elect. or upon written request of a Director.

The Directors shall be elected so that there are always three classes of approximately equal size, with the term of each class ending in consecutive years.

Directors may not serve more than two consecutive three year terms, except where they originally fill a vacancy, in which event, they are eligible to serve two additional terms.

Membership of one additional three-year term shall be allowed for those directors with an outstanding record of service to the board and organization and whose continued board service is crucial to achieving key organizational goals.

The Board of Directors may declare a position vacant if the Director has missed two consecutive meetings. A member of the board may be removed for cause only by a two-thirds majority of the board.

Any vacancy occurring at any time in the Board of Directors may be filled by majority vote of Directors at any meeting of the Board at which a quorum is present. The person so elected shall serve for the unexpired term of the person's predecessor.

The names of persons nominated for election to the Board of Directors shall be listed in the notice of the Annual Meeting.

Directors shall be volunteers and shall not receive any compensation for their services.

The Corporation shall hold an Annual Meeting in the first quarter after the close of the fiscal year at such place and on such day and hour as the Board of Directors, at least thirty days prior to such date, may determine. The purpose of this meeting is to elect the Board of Directors, to receive reports and to transact such other business as may come before it.

Notice of any meeting of the Directors, regular or special, stating the time, date, and the place where the meeting is to be held, shall be served personally, by phone, by electronic mail, by fax, or by mail, upon each Director not less than ten business days before the meeting.

The notice of a special meeting shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to subjects stated in the notice.

Action Without Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting via mail, fax, or electronic ballot, provided all Directors consent to the action being taken by ballot. The deliberation period for all Board action undertaken without meeting is no less than one week from the date of transmission. The person charged with transmitting the ballot may be required to provide an affidavit stating that all voting members were issued the notice and ballot. The results of such action without meeting will be filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

Meeting by Tele - Conference

Participation in any meeting of the Board Directors or a committee of the Board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear one another shall constitute presence in person at the meeting.

A quorum for any meeting of the Board of Directors shall consist of fifty-one percent of the Director and a majority vote of those present shall be sufficient to constitute an action of the Board of Directors, except as may otherwise be specifically provided by statute or by these bylaws. If such number of directors shall not be present in person, those present shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present, at which time any business may be transacted at the meeting as originally notified.

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors of the Organization. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Chair of the Board.

Article VIII

OFFICERS

The officers of this Corporation shall be elected by the Board of Directors at its first meeting of the Board held in conjunction with the Annual Meeting or at its first meeting following the Annual Meeting. The elected officers shall consist of a Chair, Chair Elect, Secretary, Treasurer and Past Chair. All of whom shall be volunteers and members of the Board of Directors. Appointed Officers of the Corporation shall be the Chair, SC Commission of Community Service and the Chair, Chief Professional Officers Council.

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors of the Organization. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Chair of the Board.

A vacancy in any elected office specifically designated by reason of death, resignation, inability to act, disqualification, removal or any other cause, shall be filled for the unexpired portion of the term by the Board of Directors

The Chair shall be the principal officer of this Corporation. The duties of the Chair include those customary to the position of Chair, such as presiding at meetings and performing such other duties as are necessarily incident to the office of Chair or as may be prescribed by the Board.

If the Chair of the Board of Directors shall have served two consecutive one-year terms, he shall be ineligible for reelection as Chair until a year has elapsed after the expiration of the second of such terms.

The Chair Elect shall perform the duties of the Chair in the event of the Chair's temporary absence, and shall have such other duties as the Chair or as may be prescribed by the Board.

The Immediate past Chair of the Board of Directors shall continue to serve as a member of the Board of Directors and as an officer of the organization, as well as a member of the Governance Committee, for one year after his or her term as Chair has ended.

The Secretary of the Board shall be named by the Chair of the Board of Directors and approved by the Board of Directors. The Secretary of the Board shall have such functions and powers as designated by the Chair.

The Ex –Officio Secretary employed by the corporation and directed by the Board Secretary will ensure that notice required by these bylaws is given and shall attend all meetings of the Board of Directors and all annual or special meetings and shall keep, or have a designee keep, a record of all proceedings. The Board Secretary shall have custody of the original copy of these bylaws and all amendments thereof, which original copy shall be signed by the Chair and the Board

Secretary and the date of such signing shall be noted. The Board Secretary may perform any other duties incident to the office of secretary or assigned by the Chair or the Board.

The Treasurer shall cause to be kept an account of all monies received and expended for the use of the Corporation and shall make or cause to be made disbursements authorized by the Board. The Treasurer shall cause to be deposited all sums in the financial institution or depositories approved by the Board and shall make a report at the Annual Meeting, at Board meetings, and when called upon by the Chair. The funds, books, and vouchers in the charge of the Treasurer shall at all times be subject to verification and inspection by the Board at the direction of a majority of the Directors on the Board.

The Treasurer and any other officer or employee that the Board may designate, shall give bond for the faithful performance of the duties of Treasurer, with approved surety and in such amount as the Board of Directors may determine.

The Board of Directors shall cause the financial records to be audited annually by a certified public accountant, and the report of such audit shall be available for inspection by any Board member or member United Way at the principal office of the Corporation during normal business hours.

The Board of Directors shall appoint a President to serve at the pleasure of the Board and to function as the Chief Professional Officer. The President shall serve as an ex officio member of the Board without vote and shall not be counted in determining the total number of authorized Directors. The President may employ and terminate staff; enter into routine contracts, and obtain legal consultation under the guidelines and specific policies adopted by the Board of Directors.

In the absence of the President, or in the event that the President is unable to carry out his or her duties, the Chair may delegate the President's powers to an employee of the Organization, or the President may so delegate with the consent of the Board of Directors.

The salary and other remuneration of the President and Chief Executive Officer, shall be fixed by the Board of Directors. Salaries and wages of all exempt employees shall be determined by the President and reviewed by the Executive Compensation Committee.

Article IX

COMMITTEES

The Executive Committee

The Executive Committee shall consist of the Chair, Chair Elect Secretary, Treasurer and the Immediate Past Chair. Chair of the CPO Council and Chair of the Commission of National and Community Service. The Executive Committee shall have all power and authority vested in it by the bylaws or otherwise, and may act for the Board of Directors in the interim between meetings to the extent permitted by law.

The Executive Committee shall have power to make rules and regulations for the conduct of its business. A majority shall constitute a quorum, and in every case the affirmative vote of a majority of all of the members of such committee shall be necessary for the adoption of any resolution. The Executive Committee meetings may be held on forty-eight (48) hours notice to each member personally, by facsimile or e-mail. Any action permitted to be taken at a meeting of the Committee may be taken without a meeting via mail, fax, or electronic ballot (teleconference, or in person only, with all being able to hear each other). No less than 5 or 60 per cent of voting Committee members must cast a ballot to constitute a valid action and a majority of those voting shall determine the action. The deliberation period for all Committee action undertaken without meeting is no less than one week from the date of transmission. The person charged with transmitting the ballot may be required to provide an affidavit stating that all voting members were issued the notice and ballot. The results of such action without meeting will be filed with the minutes of proceedings of the Committee and Board. Such consent shall have the same force and effect as a unanimous vote.

The Executive Committee shall keep regular minutes of its proceedings and report the results of the proceedings for approval at the next meeting of the Board of Directors.

There shall be Standing Committees to carry out the program services of the Corporation. These Standing Committees are:

Governance/Nominating Committee

The governance committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the board of directors. The work of the committee revolves around the following five major areas.

1. Board Roles and Responsibilities
 - a. Leads the board in regularly reviewing and updating the boards statement of its roles and areas of responsibility, and what is expected of individual board members.

- b. Assist the board in periodically updating and clarifying the primary areas of focus for the board and helps shape the boards agenda for the next year or two based on the strategic plan.
2. Board composition
 - a. Leads in assessing current and anticipated needs related to board composition, determining the known knowledge, attributes, skills abilities, influence and access to resources of the board will need to consider in order to accomplish future work of the board.
 - b. Develops a profile of the board as it should evolve overtime.
 - c. Identifies potential board members candidates and explore their interests and availability for board service.
 - d. Nominate individuals to be elected as members of the board.
 - e. In cooperation with the board chair, contact each board member to assess his or her continuing interest in board membership and term of service and work with each board member to identify the appropriate role he or she might assume on behalf of the organization.
 3. Board knowledge
 - a. Design and oversee a process of board orientation, including gathering information prior to election as board member and information needed during the early stage of board service.
 - b. Designs and implement an ongoing program of board information and education.
 4. Board effectiveness
 - a. Initiates periodic assessments of boards performance, proposes, as appropriate, changes in board structure and operation.
 - b. Provide ongoing counsel to the board chair and other board leaders on steps they might take to enhance board effectiveness.
 - c. Regularly reviews the board’s practices regarding member participation, conflicts of interest, confidentiality and suggest improvements as needed.
 - d. Periodically reviews and updates the board’s policy guidelines and practices.
 5. Broad leadership
 - a. Takes the lead in succession planning, taking steps to recruit and prepare future board leadership.
 - b. Nominates board members for election as board officers.

At the Annual Meeting of the members, the Committee, having provided the Board with background and qualifications data on each nominee at least two weeks prior to the meeting and having received Board approval, shall nominate such persons as approved by the Board as may be required to fill all expiring or otherwise vacant terms on the Board of Directors. The Committee shall meet regularly as required and maintain a current profile of the Board's membership composition to guide the selection process to ensure diversity. The Committee shall identify and nominate individuals representing the diversity of society.

Audit Committee

The Board of Directors shall appoint an Audit Committee, at least half being volunteers and professionals from the Members to be responsible for the outside and internal audits of all Organization financial transactions, the necessary controls to ensure compliance with the Organization's financial policies, and compliance with federal and state legal requirements. Further, the Committee shall recommend to the Board the designation of an independent auditor for the

Organization each year, shall meet privately with that auditor at least once each year, shall receive the management letter from that auditor, shall review the Organization's IRS Form 990 prior to filing, and shall ensure that the Annual Report is timely prepared and submitted to the Board of Trustees. The Committee may request the designated independent auditor, or any officer or employee of the Organization, to appear before it to report on the financial condition of the Organization and answer any questions the Committee might have. The Committee will report to the Board regularly and to the Members at least annually.

Finance Committee.

The Board of Directors shall appoint a Finance Committee, with the Treasurer serving as the Chair at least half being volunteers and professionals from the Members. At least two of the committee members must possess financial expertise (as defined by the Sarbanes Oxley legislation). The committee will be responsible for the development and management of the Organization's annual budget, the management of its financial resources, the evaluation of the Organization's financial control and accounting system, and compliance with federal and state legal requirements. The Finance Committee shall also receive monthly financial statements from the Treasurer and approve any changes in format recommended by the Chair. The Committee may request the designated independent auditor, or any officer or employee of the Organization, to appear before it to report on the financial condition of the Organization and answer any questions the Committee might have. The Committee will report to the Board regularly and to the Members at least annually.

Executive Compensation Committee.

The Board of Directors shall appoint an Executive Compensation Committee consisting of five members of the Board of Directors to be responsible for:

- a) developing for review and approval a chief executive officer performance review process, including goal setting and performance objectives;
- b) reviewing and recommending to the Board of Directors total compensation and rewards adjustments for the chief executive officer;
- c) monitoring market practices of comparable organizations to ensure that executive compensation and reward levels are competitive and consistent with market practices;
- d) conducting periodic reviews of organizational compensation strategy and recommending changes to the Board of Trustees as needed and
- e) take such other actions necessary to assure organizational compliance with applicable federal and state compensation laws.

The South Carolina Commission on National and Community Service Committee

Membership and responsibility of this Committee shall be Consistent with state and federal law.

Purpose:

- (a) Recruiting and mobilizing citizens for volunteer service by identifying service opportunities throughout the state and by recognizing citizens for the contributions they make as volunteers and participants in public service programs;
- (b) Serving as the State's lead agency for community service and volunteerism,

informing the public of the value of and need for greater community service and volunteerism in South Carolina, (c) Partnering with public agencies at the state, county and local levels and with the private and not-for-profit sectors to leverage greater resources and create more opportunities for service and volunteerism; and complying with the duties outlined in 45 C.F.R. § 2250.00.

The State Commission shall consist of not fewer than fifteen nor more than twenty-five voting members.

The Governor of the South Carolina shall designate two (2) voting members of the Commission as representatives of the Governor.

One of the Governor's designated members shall serve as chairperson of the Commission. In the event of a vacancy in the chairperson position, the vice-chairperson shall serve as the chairperson until a new chairperson is appointed by the Governor.

The remaining voting members of the Commission shall be elected through nominations provided by the United Way Association of South Carolina, local United Way entities, state and local faith-based organizations, private businesses and individuals interested in promoting an ethic of service in South Carolina, and in accordance with this Executive Order and the Bylaws of the United Way Association of South Carolina.

The voting members of the Commission shall include:

- An individual with expertise in the educational, training, and development needs of youth, particularly disadvantaged youth;
- An individual with experience in promoting the involvement of older adults in service and volunteerism;
- A representative of community-based agencies or community-based organizations within the State;
- The head of the State's educational agency;
- A representative of local governments in the State;
- A representative of local labor organizations in the State;
- A representative of business;
- An individual between the ages of sixteen and twenty-five who is a participant or supervisor in a program as defined by 42 U.S.C. § 12511; and

- A representative of a national service program described in 42 U.S.C. § 12572(a), such as a youth corps program described in 42 U.S.C. § 12572(a)(2).

Other persons to be elected as voting members of the Commission may include:

- Local educators
- Experts in the delivery of human, educational, environmental, or public safety services to communities and persons;
- Representatives of Indian tribes;
- Out-of-school youth or other at-risk youth; or
- Representatives of entities that receive assistance under the Domestic Volunteer Service Act of 1973 (42 U.S.C. § 4950, et seq.)

The representative of the Corporation for National and Community Service designated under 42 U.S.C. § 12651f(c) for the State shall serve as an ex officio non-voting member of the Commission;

To the maximum extent practicable, the voting members of the State Commission shall be diverse with respect to race, ethnicity, age, gender and disability characteristics.

The voting members of the State Commission shall be elected without regard to affiliation with a political party; and the number of voting members of the Commission who are officers or employees of the State shall not exceed twenty-five percent (reduced to the nearest whole number) of the total membership of the State Commission.

The voting members of the Commission shall be divided into three groups of approximately equal size. Each member shall serve for a term of three years, and the terms of the three classes shall be staggered, so that the terms of one class of voting members shall expire each year; provided, that, voting Directors may be appointed for terms shorter than three years as necessary for the three classes of voting members to be of approximately equal size.

Commission Meetings, Quorum, Voting

Regular meetings of the Commission shall be held at least quarterly. Special meetings may be called by the Chair as deemed appropriate, or at the request of at least three members of the Commission.

Members shall be provided notice of the time and place of all regular quarterly meetings, either personally or by mail, not less than 10 working days prior to the meeting. Shorter notice may be given for special meetings.

A quorum for the transaction of business shall consist of a simple majority of voting members. A quorum, once established, shall be deemed to be in effect until such meeting is adjourned. Vacant Commission positions shall not be counted in meeting the simple majority rule.

Commission members may designate alternates to attend Commission meetings. If authorized by the Commission member, these alternates may vote in Commission decisions.

Only voting members of the Commission may make or second motions.

Commission and subcommittee meetings are open to the public.

The Commission may convene itself into closed session only in accordance with state law.

Officers, Executive Committee and Nominating Subcommittee

The following officers shall be elected from among the voting members of the Commission: Chair, Vice Chair, Secretary and Treasurer.

These officers shall have the following duties:

Chair

1. Preside at all meetings of the Commission;
2. Appoint all subcommittee chairs;
3. Assist all chairs in the planning of subcommittee activities;
4. Supervise all chairs as to the management of subcommittee plans;
5. Authorize and execute the wishes of the Commission, as authorized by the Board of Directors and
6. Serve as an ex officio member of all subcommittees.

Vice Chair

1. Assist the Chair, and, in the absence of the Chair, perform those duties;
2. Accept special assignments from the chair; and
3. Perform other duties as delegated by the Commission.

Secretary

1. Keep an updated list of names, addresses, and telephone numbers of all Commission and subcommittee members; and
2. Keep a record of attendance at meetings.

Treasurer

1. Report on finances to the Commission at each meeting, receiving reports from the Treasurer of the Board of Directors.

The term of office for officers shall be one year, commencing January 1 and ending December 31.

The officers of the Commission shall constitute the Executive Committee of the Commission.

The Executive Director shall serve as staff to the Executive Committee.

Except for the specific limitations as set forth in these bylaws, the Executive Committee shall act for and on behalf of the Commission during the time between quarterly meetings of the Commission.

At least one-half of the elected officers of the Commission must be present in order for the Executive Committee to conduct business.

Any officer may be removed from office by a two-thirds vote of the Commission and approval of the Board.

The Chair shall appoint Commission members to fill an unexpired term of any other officer. A Nominations subcommittee shall be appointed by the Chair to nominate Commission members for the following year's officers. This subcommittee shall present nominations of new Commissioners and officers for the following year by the fourth quarterly meeting of the Commission each year; and upon approval of the Board, in consultation with the Governor, these shall take office.

All duties of the Commission, as established in these bylaws, shall reside in the Executive Committee, with the following exceptions:

1. Amendments and modifications to these bylaws;
2. Nominations of persons to fill vacancies in the Executive Committee;
3. Removal of an officer from office

The Board of Directors may from time to time appoint additional committees and designate their duties, powers, and number of members deemed advisable. The Chair shall appoint the members of such committees.

Article X

FISCAL YEAR

The fiscal year of this Corporation shall be January 1 to December 31.

Article XI

GENERAL PROVISIONS

Conflict of Interest

No contract or transaction relating to the operations conducted by the Organization or for furnishing supplies to the Organization and to which the Organization is a party shall be invalidated by reason of the fact that any trustee, officer or employee of the Organization is interested therein, either as party to the contract or as a member of any firm or partnership or a stockholder in any corporation which is a party to such contract, but any such transaction must be fully disclosed in writing to the Board of Directors for the Board's approval prior to the contract or transaction taking effect.

Each director shall be required to read, sign and comply with the Conflict of Interest Statement.

Organization Loans

No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Organization to its directors, officers or employees, or to any other corporation, firm, association, or other entity in which one or more of its trustees, officers or employees are directors or officers or hold a substantial financial interest,. On-going employee business expense may be advanced at the option of the President. A loan made in violation of this section shall be a violation of the duty to the Organization of the trustees, officers or employees authorizing it or participating in it, but the obligation of the borrower with respect to the loan shall not be affected thereby.

Checks

All checks or requests for payment and notes of the Corporation in the amount of \$5001 or more, and not for the purpose of fixed costs shall be signed by two of the following: Officers of the Board of Directors and the President. All checks or requests for payment and notes of the Corporation in the amount of \$5000 or less or for the payment of a fixed cost may be signed by the treasurer, the President, or designated board officer. Fixed costs are defined at those recurring operational costs such as salaries, benefits, rent and the like.

Contracts

The Board of Directors, may by resolution authorize the president to enter into contract or execute and deliver any instrument in the name of and on behalf of the corporation, The term of the contract may not exceed 36 months and or \$5000. Contracts in excess of the above will require Board of Director Approval.

Parliamentary Authority

Conduct of the business and meetings of the Corporation shall be governed first by the Articles of Incorporation and the bylaws, insofar as they are not inconsistent with those sections of the Internal Revenue Code of 1986 or successor provisions of the Internal Revenue Code governing the tax-exempt status of the Corporation and the South Carolina Nonprofit Corporation Act of 1994, as amended (S. C. Code Ann. 33-31-101 et seq. (Supp. 1994). Matters not addressed by the Articles of Incorporation of these bylaws shall be governed, first, by the South Carolina Nonprofit Corporation Act of 1994, as amended, and second, by the most recent revision of Roberts' Rules of Order.

Indemnification

Intention

The corporation shall indemnify its directors and officers as provided herein. Such provisions shall be interpreted to provide for indemnification of the directors and officers to the extent permitted by the South Carolina Nonprofit Corporation Act.

Definitions

(a) “Director” means an individual who is or was a director of the corporation or an individual who, while a director of the corporation, is or was serving at the corporation’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or a nonprofit corporation, partnership, joint venture, trust or other enterprise.

(b) “Expenses” include counsel fees.

(c) “Liability” means the obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses actually incurred with respect to a proceeding.

(d) “Official capacity” means (A) when used with respect to a director, the office of director in the corporation, and (B) when used with respect to an officer, the office in the corporation held by the officer. “Official capacity” does not include service for any other foreign or domestic business or nonprofit corporation or any partnership, joint venture, trust or other enterprise.

(e) “Party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(f) “Proceeding” means a threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative and whether formal or informal.

Section 11.3 Indemnification of Directors.

- (a) Except as provided in subsection (c), the corporation shall indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if the individual (i) conducted himself in good faith; and (ii) reasonably believed (A) in the case of conduct in his official capacity with the corporation, that his conduct was in the corporation’s best interest; and (B) in all other cases, that his conduct was at least not opposed to the corporation’s best interests; and (iii) in the case of a criminal proceeding, had no reasonable cause to believe his conduct was unlawful.
- (b) The termination of a proceeding by judgement, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent is not, of itself, determination that the director did not meet the standard of conduct described in subsection Section 11.3(a).
- (c) The corporation shall not indemnify a director under this Section Article XI: (i) in connection with a proceeding by or in the right of a corporation in which the director was adjudged liable to corporation; or (ii) in connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in his official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.
- (d) Indemnification permitted under this Section Article XI in connection with a proceeding by or in the right of corporation is limited to reasonable expenses incurred in connection with the proceeding.

Determination and Authorization of Indemnification.

- (a) The corporation shall not indemnify a director under this Article XI unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 11.3(a).
- (b) The determination must be made (i) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if a quorum

cannot be obtained under item (i), by a majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (iii) by special legal counsel (A) selected by the Board of Directors or its committee in the manner prescribed in items (i) or (ii) above; or (B) if a quorum of the board cannot be obtained under item (A) and a committee cannot be designated under item (ii), selected by a majority vote of the full board (in which selection directors who are parties may participate). Directors who are at the time parties to the proceeding may not vote on the determination.

Indemnification of Officers

An officer of the corporation is entitled to indemnification to the same extent as a director.

Nondiscrimination

The officers, directors, council members, committee members, employees and persons serving this corporation shall be selected entirely on a nondiscriminatory basis without regard to race, color, religion, creed, age, sex, national origin or ancestry, marital status, veteran status, sexual orientation or status as a qualified disabled or handicapped individual.

Special Provisions

No part of the net earning of this Corporation shall inure to the benefit of any individual. The property of this Corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution, or abandonment of the members, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person, but will be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes, and which has established its tax-exempt status under Section 501 (c)3 and 509(a)1,2. or 3 of the Internal Revenue Code of 1986.

Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or on behalf of any person serving at the request of the Corporation as director, officer, partner, venturer, proprietor, employee, agent of similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against that person and incurred by that person in such a capacity, or arising out of his status as such a person, whether or not the Corporation has the power to indemnify that person against liability for any of those acts.

Amendments

The Members shall have the power to make, alter, amend, or repeal the Bylaws of the Organization at any annual or special meeting thereof. The Board of Directors shall also have the power to alter or amend the Bylaws of the Organization by a majority vote of the entire Board with such amendment to be immediately effective and continue in effect until confirmed, altered or repealed at the next annual or special meeting of the Members.

Article XII

RATIFICATION

These bylaws shall take effective immediately upon ratification.

Secretary Date

Chair of the Board Date

Approved by the Board, Date _____