

AMENDED AND RESTATED BYLAWS

OF

**SOUTH CAROLINA ASSOCIATION OF
NONPROFIT ORGANIZATIONS**

As of January 26, 2016

ARTICLE I

NAME, PURPOSE, ORGANIZATION, AND OFFICES

SECTION 1. Name. The name of the corporation shall be the South Carolina Association of Nonprofit Organizations (the "Corporation").

SECTION 2. Purpose. The purpose of the Corporation is to improve charitable services to the citizens of South Carolina by strengthening the leadership and management capacities of charitable, tax-exempt organizations in the State. The Corporation shall operate exclusively for charitable and educational purposes within the meaning of 26 U.S.C. ("the Internal Revenue Code") Section 501(c)(3) and the South Carolina Nonprofit Corporation Act of 1994, as amended ("the Nonprofit Act").

SECTION 3. Organization. The Corporation is and shall be a nonprofit, public benefit corporation (i) organized and existing in accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations thereunder, and Sections 12-6-540 and 12-6-550, Code of Laws of South Carolina, 1976, as amended; and (ii) incorporated under the Nonprofit Act.

SECTION 4. Offices. The principal office of the Corporation shall be located at such place as may be designated by the Board of Directors. The Corporation may have such other offices as shall be appropriate or necessary for the conduct of the affairs of the Corporation. The authority to establish or close such other offices may be delegated by the Board of Directors to one or more of the Corporation's officers.

The registered office of the Corporation required by Section 33-31-501 of the Nonprofit Act to be maintained in the State of South Carolina may be, but need not be, identical with the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Corporation.

**ARTICLE II
MEMBERSHIP**

SECTION 1. General Rights and Powers. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of Members shall be determined by the Board of Directors.

SECTION 2. Membership. Application for voting membership shall be limited to nonprofit organizations incorporated under the laws of the State of South Carolina and which are recognized as federally tax-exempt under Section 501(c)(3) of the Internal Code and subject to any additional eligibility criteria as may be approved from time to time by the Board of Directors (“Voting Member”). The Board of Directors shall have the authority to establish and define non-voting categories of membership.

SECTION 3. Entry of Members. Organizations applying for voting membership and satisfying all requirements established by the Articles of Incorporation, these Bylaws, and any other conditions approved by the Board shall be entered on the membership rolls of the Corporation.

SECTION 4. Voting Rights. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, each Voting Member shall be entitled to one vote on each matter upon which Voting Members have voting rights. In the case of a Voting Member that is not a natural person, such Voting Member’s designee shall be entitled to vote on behalf of such Voting Member in its capacity as Voting Member. Only Regular Members shall have the right to vote, as set forth in these Bylaws: (1) on the election of directors, (2) on the disposition of all or substantially all of the assets of the Corporation, (3) on any merger, and (4) on any election to dissolve the Corporation.

SECTION 5. Proxies. A Voting Member eligible may vote in person or may appoint a proxy to vote or otherwise act for the Voting Member by signing an appointment form, either personally or by the Voting Member’s attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. Every proxy shall be revocable and is valid for eleven (11) months unless a different period is expressly provided for in the appointment form.

SECTION 6. Annual Meeting. There shall be held annually, at such time and place as the Board of Directors may designate, an annual meeting of the Members of the Corporation. At such meeting, the Chair and Treasurer shall report on the activities and financial condition of the Corporation and such other business as may come before the meeting.

SECTION 7. Special Meetings. A special meeting shall be held on call of a majority of the Board or if five percent of Members with voting power sign, date, and deliver to any corporate officer one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

SECTION 8. Notice of Meetings. Notice for meetings of the membership shall be governed by Section 33-31-705 (or successor provision) of the Nonprofit Act.

SECTION 9. Termination. A membership may be terminated on occurrence of any of the following events:

- a. Resignation of a member;
- b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- c. Failure of a member to pay timely any dues or fees owed; or
- d. Based upon the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, the failure of a member, to a material and serious degree, to observe the rules of conduct of the Corporation or the engagement in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.

SECTION 10. Suspension of Membership. A Member may be suspended based upon the grounds listed in Section 9(c) or 9(d) of this Article.

SECTION 11. Procedure for Termination or Suspension. Before action to terminate a member pursuant to Section 9(c) or 9(d) or to suspend a member pursuant to Section 10 of this Article, the Member must be given not less than fifteen (15) days' prior written notice, sent by first class or certified mail, of the proposed suspension or termination and the reason therefor. Not less than five (5) days before the effective date of the suspension or termination, the Member shall be given the opportunity to be heard orally or in writing.

SECTION 12. Payment of Obligations. Termination or suspension of membership does not relieve the Member from liability for dues, assessments, or fees as a result of obligations incurred or commitments made prior to termination or suspension or to any obligations that continue to accrue. No portion of any dues paid by any Member shall be refundable because membership is terminated or suspended for any reason.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. Duties of Directors. The business and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by law, the Articles of Incorporation, or these Bylaws.

The Board is responsible for overall policy and direction of the Corporation and may delegate authority for day-to-day operations to the President.

SECTION 2. Number and Terms of Directors. The number of Directors shall not be fewer than eleven (11) nor more than twenty-one (21).

Directors shall serve staggered terms of three years, which expire at the end of the fiscal year. Directors may not serve for a period exceeding two consecutive terms from the date of their first election or appointment to a full term. After serving two consecutive terms, a director will be eligible for re-election or re-appointment to the Board after one year has elapsed since the expiration of his or her last term.

SECTION 3. Qualifications of Directors. The Corporation shall seek to ensure that the composition of the Board is reflective of the diversity of its membership and the charitable nonprofit sector in South Carolina.

Each person nominated for service on the Board must be (i) a senior employee or director of an organization that has been recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, or has such an application pending, or (ii) an individual or senior employee of an organization or other entity that has demonstrated support of the Corporation or its mission. No more than one director shall be represented from a single Member organization at any given time.

At least fifty-one percent (51%) of the directors must be employees of organizations that are recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or has made an application for recognition of tax-exempt status.

SECTION 4. Election. The Governance Committee of the Corporation shall recommend a slate of directors for approval to the Board of Directors.

Upon the Board's approval by a majority of directors, a written or electronic ballot, containing the approved slate and any other information required by Section 33-31-708 (or successor provision), shall be sent for approval to the contact person at the email address of record for each Member entitled to vote.

Ballots must be sent no fewer than fourteen days prior to the deadline for receipt of completed ballots. Completed ballots may be returned by mail, facsimile, or email to the Corporation.

The slate shall be deemed approved upon the Corporation receiving a majority of affirmative votes cast by at least ten percent of the Members entitled to vote on the matter.

SECTION 5. Removal. A director may be removed from office without cause by a majority vote at a meeting of the Members entitled to vote called for the purpose of removing the director. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

A director may be removed from office with cause by a two-thirds affirmative vote of the members of the Board of Directors present and voting at which a quorum is present.

The Board may establish in its governing policies a definition of “cause” and, further, may establish a minimum attendance requirement for directors. Directors who fail to meet the minimum attendance requirement are removed automatically unless the Board specifically grants an exception by a majority vote of those present and voting.

SECTION 6. Resignation. A Director may resign upon written notification to the Chair or Secretary.

SECTION 7. Vacancies. Whenever a vacancy occurs due to death, resignation, or removal, a new Director may be appointed by a majority of the Board to fill the unexpired term upon seven days’ notice prior to such consideration.

SECTION 8. Compensation and Liability. No Director shall receive any compensation for service in such capacity as a Director. The Board of Directors may authorize the payment of, or reimbursement for, all actual expenses of each Director if such is approved in advance. The Directors shall not be liable for loss to the Corporation, including any loss incurred on investment of the Corporation’s funds, except in the event of intentional misconduct.

SECTION 9. Members Emeriti. The Board may, by majority vote, appoint such members emeriti to advise the Board as it shall deem necessary. Former board members who have exhibited exemplary service and long-term commitment as members of the Board and of the Organization shall be eligible for consideration. Members emeriti may attend and speak at board meetings, but may not vote, and are not held to other responsibilities and requirements of Board members, and are not counted in the number of directors in Section 2 of this Article. Members emeriti may serve until they resign or are removed by a majority vote of the members of the Board of Directors present and voting at which a quorum is present.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. Regular Meetings. The Board of Directors shall hold regular meetings at least three times each fiscal year at such place and time as may be designated by the Board.

SECTION 2. Special Meetings. A special meeting of the Board of Directors may be held upon the call of the Chair and shall be held upon the request of members of the Board of Directors constituting not less than twenty (20%) percent of the total members of the Board of Directors then serving.

SECTION 3. Notices. Notice of a regular meeting of the Board of Directors shall be given as soon as reasonably possible, but in any event at least twenty-four (24) hours prior to the time set for such regular meeting. Notice of the date, time, and place of any special meeting shall be given to each board member no less than five (5) days prior to

the meeting. Such notices shall be given in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, such as e-mail, facsimile, or voice mail, or by mail or private carrier or any other lawful means. A Director's attendance at or participation in a meeting waives any required notice of the meeting, unless the Director upon arriving at the meeting (or prior to the vote on a matter not properly noticed under these Bylaws) objects to and does not thereafter vote for or assent to the objected-to action. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning.

SECTION 4. Quorum. Except as may otherwise be provided for in the Articles of Incorporation; or these Bylaws, a majority of the Directors then in office shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the directors, the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is present. A quorum is not necessary to adjourn a meeting.

SECTION 5. Meeting by Conference Telephone or Electronic Communication. Members of the Board of Directors may participate in a meeting by means of a conference telephone, similar communications equipment, or electronic means by which all directors participating may hear each other simultaneously during the meeting. Participation in a meeting by these means constitutes presence in person at a meeting.

SECTION 6. Open Meetings. Meetings of the Board of Directors shall be open to the public and press. The Board of Directors retains the right to meet in executive session at such time and for any reason as it deems necessary or appropriate.

SECTION 7. Action Without Meeting. Any action permitted by law, the Articles of Incorporation, or these Bylaws to be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all of the Directors of the Corporation then in office. Such action shall be effective upon the signature of the last director so signing unless otherwise provided therein. Such consent shall have the same force and effect as a majority vote of the Board of Directors taken at a meeting of the Board and may be described as such.

ARTICLE V OFFICERS

SECTION 1. Board Officers. The officers of the Board shall be a Chair, Chair-Elect, Secretary, Treasurer, Immediate Past Chair, and such other assistants and other officers as the Board may designate from time to time. The offices of Chair-Elect, Secretary, and Treasurer shall be chosen by the Board of Directors annually. The Chair-Elect shall succeed to the office of Chair upon any vacancy in that office, whether vacancy is caused by expiration of eligibility to hold office, resignation, failure of reelection, or removal. No person shall concurrently hold more than one office except for that of Secretary and Treasurer.

SECTION 2. Term. Officers shall serve for a term of one (1) year. Officers may not serve for a period exceeding two consecutive terms from the date of their first election or appointment to a full term. After serving two consecutive terms, an officer will be eligible for re-election or re-appointment after one year has elapsed since the expiration of his or her last term. Notwithstanding any other provision in these Bylaws to the contrary, all Officers may serve as prescribed in these Bylaws and remain as a Director for the duration of the term for such office, although he or she may have exceeded eligibility to serve as a director.

SECTION 3. Chair. The Chair shall chair the annual membership meeting and all meetings of the Board of Directors and shall perform the following duties and responsibilities:

- a. Except as provided herein, appoint the chairs of all committees and serve as liaison to the Corporation's board, committees, and staff;
- b. Facilitate and coordinate the Board's discharge of its responsibilities as set forth in the Bylaws and by board resolutions; and
- c. Such other responsibilities as prescribed in these Bylaws or as may be assigned by the Board.

SECTION 4. Chair-Elect. The Chair-Elect shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and perform such other duties as the Board shall assign from time to time.

SECTION 5. Secretary. The Secretary shall record, or cause to be recorded, all votes and the minutes of all meetings of the Board of Directors and the Executive Committee and shall ensure the integrity of Board documents. In the event of the Secretary's absence from a meeting of the Board or Executive Committee or the Secretary's inability to perform its duties, the Chair may designate a temporary substitute.

SECTION 6. Treasurer. The Treasurer shall prepare an annual financial report prior to each annual meeting of the Board of Directors and the Members in such form and containing such information as may be from time to time be directed by the Board. The Treasurer shall also provide such other financial records and reports as may be requested by the Board. The Treasurer shall sign such documents as may require the Treasurer's signature and shall perform such other duties as may be required by law. The Treasurer shall also ensure the integrity of the Corporation's financial reporting in conformance with Board policies.

ARTICLE VI COMMITTEES

SECTION 1. Executive Committee. The Executive Committee shall consist of the officers of the Corporation as described in Article V, Section 1, and the heads of -board committees appointed by the Board Chair. The Board Chair shall serve as chair of the Executive Committee. The Executive Committee will have full authority to act for the Board in managing the affairs of the Corporation on urgent and time-sensitive matters between meetings of the Board, except that the Executive Committee shall have no authority to authorize distributions; approve the Corporation's liquidation or dissolution; approve the merger of the Corporation with another entity; approve the sale, pledge, or transfer of all or substantially all of the Corporation's assets; or approve the hiring or termination of the President. Approval of a majority of Executive Committee members shall be required to authorize action.

SECTION 2. Other Committees. The Board of Directors may establish such other committees, advisory bodies, or task forces as it may deem advisable and may appoint such directors, non-directors, Members, and non-Members as the Board Chair may from time to time determine.

ARTICLE VII PRESIDENT

SECTION 1. Selection Process. The President shall be recommended by such committee or body of persons as established by the Board of Directors, and shall be hired with approval of a majority of the full Board of Directors.

SECTION 2. Responsibilities. The President shall manage the Corporation's day-to-day operations and be responsible for its staff, budget activities, committees, and implementation of action items. The President may attend all meetings of the Board, the Members, or committees except when the President's performance or compensation is to be discussed. The President shall be responsible for hiring, discharging, directing, and supervising the staff and contractors of the Corporation, with the exception of audit firm, who shall be hired by the Board. The President in general shall perform all duties incident the chief executive officer of the Corporation and such other duties as may be prescribed by the Board from time to time.

SECTION 3. Signature Authority. The President may sign all documents and contracts binding on the Corporation which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Nonprofit Act, the Board, or these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

SECTION 4. Budget. The President, with the cooperation of the Chair and the Finance Committee, shall assist in the preparation of the annual budget. The President shall be responsible for all expenditures within the approved budget.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

SECTION 1. Indemnification Scope. The Corporation shall indemnify, defend, and hold harmless the Corporation's Directors and Officers to the fullest extent permitted by and in accordance with the Nonprofit Act. The plan of indemnification shall constitute a binding agreement of the Corporation for the benefit of the Directors and Officers as consideration for their services to the Corporation, and may be modified or terminated by the Board only prospectively. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, shall be entitled to their respective rights of indemnification under any bylaw, agreement, insurance, provision of law, or otherwise, as well as their right under this Article.

SECTION 2. Indemnification Plan. The Board may from time to time adopt an indemnification plan implementing the rights granted herein. This plan shall set forth in detail the mechanics of how the indemnification rights shall be exercised, provided that the plan shall include that the Directors shall not be indemnified until twenty (20) days after notice is given to the South Carolina Attorney General as provided in Section 33-31-855(d) (or successor provision) of the Nonprofit Act.

SECTION 3. Directors & Officers Insurance. The Board shall cause the Corporation to purchase or maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

SECTION 4. Other Insurance. The Board may cause the Corporation to purchase or maintain insurance on behalf of any person who is or was serving at the request of the Corporation as a Director or Officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

ARTICLE IX FINANCE AND TRANSACTIONS

SECTION 1. General. Management of the Corporation's finances and contracts shall comply with Board directives and policies. The President is authorized to pay all expenditures consistent with the approved budget and to make all commitments except those financial and contractual commitments the Board has reserved to itself.

SECTION 2. Payments. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of a resolution, such instruments shall be signed by the Chair.

SECTION 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July of each year and shall end on the thirtieth day of June of the next year, unless otherwise specified by the Board of Directors.

ARTICLE X MISCELLANEOUS

SECTION 1. Conflicts of Interest. The Board of Directors shall adopt and enforce a Conflict of Interest Policy, which shall be distributed to each officer, director, employee or volunteer acting on behalf of the Corporation. Each such person shall annually sign a form acknowledging receipt of the statement and declaring any conflicts of interest affecting the Corporation. Any Director who shall apply for any staff position with the Corporation or any future organization controlled by the Corporation shall resign from the Board prior to taking any affirmative act towards gaining such employment. Any Director who shall have failed to resign prior to taking such affirmative act shall be deemed to have resigned upon the taking of the act.

SECTION 2. 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 governing the tax-exempt status of the Corporation and the Nonprofit Act. Matters not addressed by the Articles of Incorporation or these Bylaws shall be governed, first, by the Nonprofit Act, as amended, and second, by the Board's written rules of order.

ARTICLE XI AMENDMENT OF BYLAWS

SECTION 1. Amendment. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, these Bylaws may be amended, modified, supplemented, or replaced in whole or in part by a majority vote of the full Board of Directors.

SECTION 2. Notice. Written notice of any such amendment, modification, supplement, or repeal shall be accompanied by a copy or summary of the proposed change or state the general nature of the change. This notice shall be sent not less than seven (7) days prior to the meeting and may be sent by electronic communication; by regular United States mail, first class or priority mail with postage prepaid; or by submitting same to an overnight courier service to each Director then in office at his or her last known address.

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