

AMENDED AND RESTATED BYLAWS

of the

KATIE AND IRWIN KAHN JEWISH COMMUNITY CENTER a South Carolina Nonprofit Public Benefit Corporation (Adopted _____, 2006)

ARTICLE I

NAME, PURPOSE, OFFICES AND REGISTERED AGENT

Section 1.01. Name. The name of the corporation shall be the Katie and Irwin Kahn Jewish Community Center (“the Center”).

Section 1.02. Purpose. The purpose of the Center shall be to create and foster an individual and communal environment within which Jewish philosophies, thoughts, beliefs and values enrich the life and well being of its members, the Jewish community, and the greater community within which it is located. The Center shall further its purpose through the development and implementation of programs, activities, and facilities addressing the recreational, educational, cultural, social and physical needs of its members and aforesaid communities. The Center shall be guided by the principles and values of Judaism and democracy, and shall strive to stimulate and encourage in its members and the community an individual and shared sense of responsibility and commitment to those principles and values.

Section 1.03. Mission Statement. The mission of the Center is to enhance quality of life by providing comprehensive programs based on Jewish values, traditions, heritage, and culture. The Center aims to promote unity through these social, recreational, athletic, educational, and cultural programs. We also strive to meet individual and communal needs in a way that promotes Jewish values, and in turn nurtures, strengthens, enriches, and unites the Jewish community and our community as a whole.

Section 1.04. Principal Office. The Center shall maintain its Principal Office at 306 Flora Drive, Columbia, South Carolina 29224, or at such other location as is otherwise designated in the Center’s Articles of Incorporation (“the Articles”), application for certificate of authority, or in a notice of change of Principal Office filed pursuant to the South Carolina Nonprofit Corporation Act of 1994, as amended (“the Act”).

Section 1.05. Registered Agent and Office. The Center shall maintain a Registered Agent and a Registered Office with the same address as that of the Registered Agent. The Registered Agent shall be designated by the Board of Directors from time to time to serve at its pleasure. The Registered Agent may be an individual who resides in the State of South Carolina and whose office is identical with the Registered Office, or a domestic business or non-profit corporation whose office is identical with the Registered Office. In the absence of a designation by the Board of Directors, the Registered Agent shall be the Center’s Secretary.

Section 1.06. Other Offices. The Center may have such other offices within or outside the State of South Carolina as the Board of Directors may from time to time determine.

ARTICLE II MEMBERSHIP

Section 2.01. General. Membership of the Center shall be open to all persons of good moral character, regardless of race, religion, gender, color, creed or national origin.

Section 2.02. Good Standing. A member shall be considered to be in good standing if that member is current in the payment of dues as established from time to time by the Board of Directors, and upon satisfactory compliance with the policies, rules and regulations of the Center as from time to time may be promulgated by the Board of Directors.

Section 2.03. Transfers. No member may transfer a membership or any right arising therefrom, including any right to vote at meetings.

Section 2.04. Annual Meeting. An annual meeting of the Center's members shall be held once each calendar year for the purpose of electing non-appointed members of the Board of Directors, and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the Center's Principal Office on the second Sunday in December of each year, or at such other time and/or location as may be designated by the President; provided, however, that any notice changing the time or place of the meeting shall be effective only if timely received by the members in accordance with section 2.06 below. Notice of an annual meeting need only include a description of any matter that must be approved by the members under the Articles or the Bylaws, or a description of a matter a member intends to raise at a meeting if (1) the Center is requested in writing to do so by a person(s) entitled to call a special meeting, and (2) the request is received by the Secretary or President at least ten (10) days before the Center gives notice of the meeting. At each annual meeting of members, the President or his or her designee(s) shall report on the activities and financial condition of the Center. At the discretion of the Board of Directors, the annual member meeting may be held in conjunction with a meeting of the Columbia Jewish Federation ("the Federation"); provided, however, that members of the Federation who are not also voting members of the Center shall not be allowed to vote on Center matters or be counted for purposes of establishing a quorum.

Section 2.05. Special Meetings. A special meeting of the Center's members may be called at any time by the President, the Board of Directors, or the holders of record of five percent (5%) of the Center's voting power entitled to vote at such meeting, provided such holders sign, date, and deliver to any Officer one or more written demands for the meeting describing the purpose or purposes for which it is to be held. The close of business on the thirtieth (30th) day before delivery of the demand or demands for a special meeting to any Officer is the record date for the purpose of determining whether the five percent (5%) requirement of this section has been met. If a notice for a special meeting demanded under this section is not given pursuant to section 2.06 below within thirty (30) days after the date the written demand or demands are delivered to an Officer, a person signing the demand or demands may set the time and place of the meeting and give notice pursuant to section 2.06 below. Only those matters that are within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members. Special meetings of members shall be held at the Center's Principal Office, or at such other place as the Board of Directors may determine; provided, however, that notice of any such change in the place of a special meeting shall be given in accordance with section 2.06 below.

Section 2.06. Notice of Meetings. Oral or written notice of all special meetings of members or changes to the date, time and/or location of the annual meeting, shall be given to all members no fewer than ten (10) days, or if notice is mailed by other than first class or registered mail, thirty (30) days, nor more than sixty (60) days before the meeting date. Notice may be communicated in person, by telephone, by facsimile transmission or by other form of wire or wireless communication, including email, by mail or private carrier, or if these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by newsletter, radio, television, or other form of public broadcast. An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner. Written notice, if in comprehensible form, is effective at the earliest of the following:

- a. When received;
- b. Five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first class postage affixed;
- c. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or,
- d. Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed.
- e. On the date shown by the read receipt, if sent by e-mail; or,
- f. Three (3) days after it was sent by facsimile.

Written notice is correctly addressed to a member if addressed to the member's address shown in the Center's current list of members. A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to members constitutes a written notice or report if addressed or delivered to the member's address shown in the Center's current list of members, or in the case of members who are residents of the same household and who have the same address in the Center's current list of members, if addressed or delivered to one of such members, at the address appearing on the Center's current list of members. Such notice shall state the date, time and place of the meeting and, if required by the Bylaws, the purpose or purposes for which the meeting was called.

Section 2.07. Waiver of Notice. Notice of a meeting of members need not be given to any member who, in person, signs a written waiver of notice either before or after the date and time stated in the notice and such waiver is delivered to the Secretary or President for inclusion in the minutes or filing with the Center's records. A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. A member's attendance at a meeting also waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 2.08. Members of Record. For the purpose of determining members entitled to notice of or to vote at any meeting of members, or in connection with any other proper purpose requiring a determination of members, the Board of Directors shall by resolution fix a record date for such

determination. The record date set by the Board of Directors shall not be more than seventy (70) days, and not less than the last day for timely giving notice in accordance with section 2.06 above, before the meeting or action requiring a determination of members is to occur. The members of record appearing in the books of the Center at the close of business on the record date so fixed shall constitute the members in respect of the activity in question. A determination of members of record entitled to notice of or to vote at a meeting of members is effective for any adjournment of the meeting unless the Board of Directors fixes a new date for determining the right to notice or the right to vote, which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the record date for determining members entitled to notice of the original meeting. After fixing a record date for notice of a meeting, the Center shall prepare an alphabetical list of names of all members who are entitled to notice of the meeting and shall list the members by classification of membership and family unit. The list shall show the address of each member. The Center shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting but not entitled to notice of the meeting. This list must be prepared on the same basis and be part of the list of members. Such list of members shall be available for inspection by any member for purposes of communication with other members concerning the meeting, beginning the day after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the Center's Principal Office. A member or member's agent shall be entitled on written demand, at the member's expense, to inspect and copy the list at a reasonable time during the period it is available for inspection. The Center shall make the list of members available at the meeting, and any member or member's agent shall be entitled to inspect the list at any time during the meeting or any adjournment. Notwithstanding the foregoing, a member may inspect and copy the membership list only if: (1) his or her demand is made in good faith and for a proper purpose; (2) he or she describes with reasonable particularity his or her purpose; and, (3) the list is directly connected with his or her purpose.

Section 2.09. Membership Classes. There shall be two classes of members: voting and non-voting. A member who is eighteen (18) years of age or older shall automatically become a voting member after being a member in good standing for two (2) consecutive calendar years. A member may also become a voting member upon recommendation by the Executive Committee and a majority vote of the Board of Directors. Voting members are eligible to vote on all matters voted on by voting members. Non-voting members have no voting rights. All members have the same rights and obligations with respect to all other matters, except as otherwise provided by the Articles or Bylaws.

Section 2.10. Voting Entitlement. Voting members in good standing shall be entitled to one (1) vote on each matter voted on by voting members. Non-voting members have no voting rights. A member must be a voting member as of the record date established by resolution in accordance with section 2.08 above for the member to vote at the forthcoming meeting.

Section 2.11. Quorum. Except as may otherwise be required by the Articles or Bylaws, at any meeting of members, the presence of the holders of ten percent (1.0%) of the outstanding votes entitled to be cast on the matter shall constitute a quorum on that matter. In the absence of a quorum, a meeting may be adjourned from time to time, in accordance with section 2.12 below. At such adjourned meeting, a quorum of members may transact such other business as might have been properly transacted at the original meeting.

Section 2.12. Adjournments. A determination of members of record entitled to notice of or to vote at a meeting of members is effective for any adjournment of the meeting unless the Board of Directors fixes a new date for determining the right to notice or the right to vote, which it must

do if the meeting is adjourned to a date more than one hundred twenty (120) days after the record date for determining members entitled to notice of the original meeting.

Section 2.13. Proxies. Unless otherwise expressly authorized by the Board of Directors, voting members may not vote by proxy on any matters for which a vote is called or required. In order for a voting member to cast a vote, his or her vote must be cast in person.

Section 2.14. Action by Written Ballot or Without Meeting. Unless otherwise expressly authorized by the Board of Directors, members shall not take any action by written ballot or without a meeting. All membership action to be taken at an annual or special meeting of the members must be taken in accordance with sections 2.10 and 2.11 above at such annual or special meeting of the members.

Section 2.15. Resignation. A member may resign at any time; provided, however, the resignation of a member does not relieve the member from any obligations the member or member's agent may have to the Center as a result of obligations incurred or commitments made before such resignation.

Section 2.16. Termination, Expulsion and Suspension. A member may be expelled or suspended, and his or her membership in the Center terminated, if not less than fifteen (15) days prior, written notice, sent by first class or certified mail, of the proposed expulsion, suspension or termination of a member, and the reasons therefore, if any, shall be delivered to such member in accordance with section 2.06 above. Such notice shall set forth the date, place and time such member shall be given the opportunity to be heard orally or in writing by the Board of Directors, which shall be not less than five (5) days before the effective date of the expulsion, suspension or termination. The Board of Directors, acting in good faith and upon a majority vote, shall determine whether the proposed expulsion, suspension or termination should take place. A member who has been expelled or suspended shall remain liable to the Center for dues, assessments or fees as a result of obligations incurred or commitments made before such expulsion or suspension.

Section 2.17. Appeals. A member who has been suspended or expelled, or whose membership has been terminated, may appeal to the Board of Directors for a reconsideration of the decision by written request delivered to the President or any member of the Executive Committee within thirty (30) days after the member has been notified in writing by the Center of the suspension, expulsion or termination of membership. The Board's decision upon reconsideration shall be final.

Section 2.18. Purchase of Memberships. The Center shall not purchase any of its memberships or any rights arising therefrom.

ARTICLE III DIRECTORS

Section 3.01. Authority. All powers of the Center shall be exercised by or under the authority of, and the affairs of the Center managed under the direction of, the Board of Directors. The Board of Directors shall have the following powers:

- a. To determine the general policy of the Center;

- b. To have full and complete control and supervision over the membership, finances, assets, activities, facilities, programs and affairs of the Center, including the hiring, supervising, and discharging of the Executive Director, subject to sections 4.04 and 4.05 below, and the negotiation and entering into contracts with persons, firms or entities as the Board of Directors may deem necessary or desirable to conduct the Center's affairs and business;
- c. To promulgate such rules and regulations for the governance and administration of the Center as it deems necessary and proper, and which are consistent with the purpose of the Center as set forth in the Bylaws; and,
- d. To act in any other manner necessary or desirable for the operation and management of the Center, and which is not inconsistent with the law, the Articles, or the Bylaws.

Section 3.02. Qualifications. All Directors must be natural persons, must be voting members in good standing, must have made meaningful contributions annually or during their lifetime through the donation of volunteer time and/or money to the Center, or other charitable organizations, and must demonstrate the ability and desire to promote the Center's purpose and mission as set forth in the Bylaws.

Section 3.03. Number and Tenure. The Board of Directors shall consist of the following persons:

- a. Up to five (5) past Presidents of the Center for terms of ten (10) years;
- b. Current elected Officers of the Center for the year in which they serve as Officers;
- c. Fifteen (15) members in good standing elected by voting members for initial terms of one (1) year, who may be reelected for subsequent terms of three (3) years, not to exceed three (3) consecutive three (3) year terms; provided, however, that at the first annual member meeting following ratification of these Bylaws, Directors shall be elected as follows:
 - i. Five (5) Directors shall be elected for initial terms of one (1) year, who may be reelected for subsequent terms of three (3) years, not to exceed three (3) consecutive three (3) year terms;
 - ii. Five (5) Directors shall be elected for initial terms of two (2) years, who may be reelected for subsequent terms of three (3) years, not to exceed three (3) consecutive three (3) year terms; and,
 - iii. Five (5) Directors shall be elected for initial terms of three (3) years, who may be reelected for subsequent terms of three (3) years, not to exceed three (3) consecutive three (3) year terms.
- d. Up to five (5) members in good standing appointed by the President for one (1) year terms; and,
- e. Chairpersons of Committees designated by the Board of Directors.

Directors elected by voting members shall be elected by a majority vote if a quorum is present and shall hold office from the date of such Director's election and qualification until such Director's successor shall have been duly elected and qualified, or until such Director's earlier removal, resignation, death, or incapacity. Directors appointed by the President shall hold office from the date of their appointment until such Director's successor shall have been duly appointed and qualified. The Board of Directors may from time to time by a two-thirds (2/3) super majority vote increase or decrease the number of Director positions on the Board of Directors; provided, however, that the total number of Directors shall not be fewer than twenty-one (21).

Section 3.04. Resignation of Directors. A Director may resign at any time by delivering written notice to the Board of Directors, its presiding officer, or to the President or Secretary. A resignation is effective when the notice is effective unless the notice specifies a later date. If the resignation is made effective at a later date, the person or persons entitled to fill the vacant position in accordance with section 3.08 below, may fill the pending vacancy before the effective date if the person or persons authorized to fill the vacancy provides that the successor does not take office until the effective date.

Section 3.05. Removal of Directors Elected by Voting Members. Voting members may remove one or more Directors elected by the voting members with or without cause; provided, however, that a Director may only be removed if the number of votes east to remove the Director would be sufficient to elect the Director at a meeting to elect Directors. A Director elected by voting members may only be removed at a special meeting called for the purpose of removing the Director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

Section 3.06. Removal of Directors Appointed by the President. The President may remove one or more Directors appointed by the President with or without cause; provided, however, that the President removing the Director shall do so by giving written notice of the removal to the Director and either the presiding officer of the Board or the Secretary.

Section 3.07. Removal of Other Directors. The Board of Directors may remove one or more Directors that have not been elected by voting members or appointed by the President with or without cause upon a majority vote of the Board of Directors.

Section 3.08. Vacancies. If a vacancy occurs on the Board of Directors by reason of a Director's failure to remain in good standing, resignation, death, incapacity or removal, including a vacancy resulting from an increase in the number of Directors:

- a. Voting members may elect a new Director to fill the vacancy if the vacant office was held by a Director elected by voting members;

The President may appoint a new Director to fill the vacancy if the vacant office was held by a Director appointed by the President;

- e. The Board of Directors may elect a new Director to fill the vacancy if the vacant office was held by a Director who was an Officer; provided, however, that the new Director is also elected as an Officer. If the Directors remaining in office constitute fewer than a. quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office;

- d. The Board of Directors may elect a new Director to fill the vacancy if the vacant office was held by the immediate past President of the Center.

The term of a Director filling a vacancy in the office of a Director elected by voting members expires at the end of the unexpired term that such Director is filling. The term of a Director filling a vacancy in the office of a Director appointed by the President expires at the end of the unexpired term that such Director is filling. The term of a Director filling a vacancy in the office of a Director who was an Officer expires at the end of the new Director's term as an Officer. The term of a Director filling a vacancy in the office of a Director who was the immediate past President of the Center expires at the end of the unexpired term that such Director is filling. Despite the expiration of a Director's term, the Director continues to serve until the Director's successor is elected or appointed, and qualifies, or until there is a decrease in the number of Directors. Directors appointed by the President or elected by the Board of Directors shall be appointed or elected within thirty (30) days of the opening of the vacancy. Directors elected by the voting members should be elected within ninety (90) days of the opening of the vacancy.

Section 3.09. Compensation. Directors shall not receive compensation for serving as a member of the Board of Directors.

Section 3.10. Confidentiality. Members of the Board of Directors are expected to be ambassadors and advocates for the Center. Nevertheless, Directors are also expected to ensure that certain information disclosed or discussed at meetings of the Board of Directors or its committees is proprietary and confidential and should not be disclosed or discussed outside of such meetings. Directors should be expected to use good judgment in maintaining the confidentiality of information disclosed at such meetings.

Section 3.11. Annual and Regular Meetings. An annual meeting of the Board of Directors shall be called and held for the purpose of annual organization, election of Officers, changes in the established number of Directors, if any, appointment of committees, and transaction of any other business. If such meeting is held promptly after and at the place specified for the annual meeting of members, no notice of the annual meeting of the Board of Directors need be given. Otherwise, such annual meeting of the Board of Directors shall be held at such time (at any time prior to and not more than thirty (30) days after the annual meeting of members) and place as may be specified in the notice of the meeting. The Board of Directors may by resolution provide for the holding of additional regular meetings without notice other than such resolution; provided, however, the resolution shall fix the dates, times, and places (which may be anywhere within or outside the State of South Carolina) for these regular meetings. Except as otherwise provided by the Articles or the Bylaws, any business may be transacted at any annual or regular meeting of the Board of Directors.

Section 3.12. Special Meetings. Special meetings of the Board of Directors may be called for any lawful purpose or purposes by the President, the presiding officer of the Board of Directors, or at least twenty percent (20%) of the Directors then in office. The person or persons calling a special meeting shall give, or cause to be given, to each Director at his or her business address, notice of the date, time and place of the meeting by any means of communication acceptable under the Bylaws not less than twenty-four (24) hours prior thereto. An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner. Written notice, if in comprehensible form, is effective at the earliest of the following:

- a. When received;

- b. Five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first class postage affixed;
- e. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- d. Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed;
- e. On the date shown by the read receipt, if sent by e-mail; or,
- f. Three (3) days after it was sent by facsimile.

The notice of a special meeting shall describe the purpose or purposes of such special meeting. Any time or place fixed for a special meeting must permit participation in the meeting by means of telecommunications in accordance with section 3.14 below.

Section 3.13. Waiver of Notice of Meetings. Notice of a meeting need not be given to any Director who signs a waiver of notice either before or after the date and time stated in the notice. To be effective, the waiver shall contain recitals sufficient to identify beyond reasonable doubt the meeting to which it applies. The recitals may, but need not necessarily, include reference to the date and purpose of the meeting and the business to be transacted thereat. Recital of the proper date of a meeting shall be conclusive identification of the meeting to which a waiver of notice applies unless the waiver contains additional recitals creating a patent ambiguity as to its proper application. The attendance of a Director at a meeting of the Board of Directors shall constitute a waiver of notice of that meeting, except where the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Articles or the Bylaws, objects to lack of notice and does not thereafter vote for or assent to the objected action.

Section 3.14. Telecommunications. Any Director may participate in, and be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons present at the meeting can hear and communicate with each other at the same time.

Section 3.15. Quorum. One-third (1/3) of the Directors in office immediately before the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 3.16. Action. Except as otherwise provided in the Articles or the Bylaws, the Board of Directors shall take action pursuant to resolutions adopted by the affirmative vote of a majority of the Directors participating in a meeting at which a quorum is present, or by the affirmative vote of a greater or fewer number of Directors where required by the Articles or the Bylaws. A Director who is present at a meeting of the Board of Directors at which action on any Center matter is taken shall be presumed to have assented to the action taken unless:

- a. Such Director objects at the beginning of the meeting, or promptly upon arrival,

to holding the meeting or transacting business at the meeting;

- b. The Director votes against the action, and the vote is entered in the minutes of the meeting;
- e. The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or,
- d. The Director delivers written notice of dissent or abstention to the President or presiding officer of the meeting before its adjournment or to the Center immediately after the adjournment of the meeting.

The right to dissent shall not apply to a Director who voted in favor of such action.

Section 3.17. Action Without Meeting The Board of Directors may take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Articles or the Bylaws. Such written consent must be signed by all Directors and included in the minutes filed with the Center's records reflecting the action taken.

Section 3.18. Contracts. The Board of Directors may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Center, and such authority may be general or confined to specific instances. An affirmative vote of two-thirds (2/3) of the Directors then holding office shall be required to purchase, sell, mortgage or lease any real property pertinent to the operation and affairs of the Center.

Section 3.19. Loans. The Board of Directors may authorize any Officer or Officers, or agent or agents, to contract any indebtedness and grant evidence of indebtedness and collateral therefore in the name of and on behalf of the Center, and such authority may be general or confined to specific instances.

Section 3.20. Gifts. Any member of the Board of Directors may accept on behalf of the Center any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Center with the approval of the Executive Committee.

Section 3.21. Amendment of Articles. The Board of Directors may adopt one or more amendments to the Articles without member approval by a two-thirds (2/3) super majority vote of the Board of Directors in office at the time the amendment is to be adopted. The Center shall provide notice to the Board of Directors in accordance with section 3.12 above of the proposed vote to amend the Articles. The Secretary shall cause to be sent to the Secretary of State articles of amendment in accordance with the Act.

Section 3.22. Amendment of Bylaws. The Board of Directors may adopt one or more amendments to the Bylaws without member approval by a two-thirds (2/3) super majority vote of the Board of Directors in office at the time the amendment is to be adopted. The Center shall provide notice to the Board of Directors in accordance with section 3.12 above of the proposed vote to amend the Bylaws.

ARTICLE LV
COMMITTEES OF THE BOARD OF DIRECTORS

Section 4.01. Authority to Establish Committees of the Board. The Board of Directors may from time to time designate and delegate authority to one or more committees of the Board. Any such committee of the Board may be designated as a standing committee appointed annually or as a special committee for specific circumstances or transactions with limited duration. The duties, constitution, and procedures of any committee of the Board shall be prescribed by the Board of Directors. The President shall designate one member of each committee of the Board as its Chairperson. A committee of the Board acting as such may not authorize distributions, approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all the Center's assets, elect, appoint, or remove Directors, fill vacancies on the Board or on any committee, or adopt, repeal, or amend the Articles or the Bylaws. This section shall have no effect on the authority of the President to establish non-Board committees pursuant to section 5.02 below.

Section 4.02. Nominating Committee. The President shall annually appoint a Nominating Committee not less than sixty (60) days prior to the annual member meeting. The Nominating Committee shall consist of seven (7) members of the Board of Directors (including the Secretary, who shall serve as the Chairperson of the Nominating Committee) and shall be approved by a majority vote of the Board of Directors. The Nominating Committee shall serve for a one (1) year term. Not less than thirty (30) days prior to the annual or special meeting to elect Directors, the Nominating Committee shall submit to the Board of Directors a list of candidates for Directors to be submitted for election by the voting members at the upcoming annual or special meeting. Not less than twenty (20) days prior to the annual or special meeting to elect Directors, the Secretary shall give written notice to voting members of the nominees nominated by the Nominating Committee. At any meeting to elect Directors, nominations may be made by voting members in good standing, and if seconded, such nominations shall be added to the list of candidates presented to the voting members for election.

Section 4.03. Executive Committee. The Executive Committee shall be composed of the Center's Officers and the immediate past President. The Executive Committee shall meet at the call of the President with no formal notice requirement and shall carry out such responsibilities as required by law, the Articles, the Bylaws, or as may be specifically delegated to it by the Board of Directors. The President may appoint up to two (2) Board members to serve on the Executive Committee for terms of one (1) year. The President of the Federation shall be a member of the Executive Committee, provided he or she is a member in good standing of the Center and is approved by the Board of Directors.

Section 4.04. Personnel Committee. The Personnel Committee shall be appointed by the Board and shall be composed of up to seven (7) members of the Board of Directors. The Personnel Committee shall consider and deal with all matters affecting employees of the Center, including the Executive Director, subject to section 4.05 below, and shall submit its recommendations and report its actions to the Board of Directors.

Section 4.05. Joint Personnel Committee. If there is a joint Executive Director of the Center and the Federation, there shall exist a Joint Personnel Committee whose duties shall be the general supervision of the Executive Director, including recommending raises and contract terms of the Executive Director to the Board of Directors. The Joint Personnel Committee shall consist of the current President and President-Elect of the Center, the current President and President-Elect of the Federation, and two voting members appointed by the Chairman of the Joint Personnel

Committee. The Chairman of the Joint Personnel Committee shall be selected by the Executive Committee.

Section 4.06. Committee Meetings. A majority of each committee's voting members shall constitute a quorum for the transaction of business by the committee, and each committee shall take action pursuant to resolutions adopted by a majority of the committee's voting members participating in a meeting at which a quorum of the committee is present. Each committee may also take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by section 3.17 above.

ARTICLE V OFFICERS

Section 5.01. General. The Officers of the Center shall consist of a President, Secretary, Treasurer, and one or more Vice-Presidents. The President, Vice-Presidents, Secretary and Treasurer shall be elected by the Board of Directors at the annual meeting of the Board of Directors or special meeting called to fill a vacancy and shall hold office until the next annual meeting of the Board of Directors, or until their successor shall have been duly chosen and qualified, or until their death, resignation, disqualification or removal from office. The President serves a one (1) year term of office (with a maximum of two, one (1) year terms). The First Vice President/President Elect has the same limits and serves concurrently. Except as otherwise may be provided by the Articles or the Bylaws, any Officer may be removed by the Board of Directors at any time, with or without cause. The election of an Officer does not itself create contractual rights of employment with the Center. All Officers, upon election, shall sign a disclaimer in accordance with S.C. Code Ann. § 41-1-110 (2005) acknowledging that he or she has no contractual rights of employment with the Center. Any vacancy, however occurring, in any office may be filled by the Board of Directors by majority vote for the unexpired term. One person may hold two or more offices. Each Officer shall exercise the authority and perform the duties as may be set forth in the Articles or the Bylaws and any additional authority and duties as the Board of Directors shall determine from time to time. Each Officer shall serve on the Board of Directors during the year in which he or she serves as an Officer.

Section 5.02. President. Subject to the authority of the Board of Directors, the President shall manage the business and affairs of the Center. The President shall whenever possible preside at all meetings of the members and all meetings of the Board of Directors, unless a Chairman of the Board is elected and is assigned one or both of such duties by the Bylaws or by action of the Board of Directors. The President shall see that the resolutions of the Board of Directors and authorized committees thereof are put into effect. Except as otherwise provided herein and as may be specifically limited by resolution of the Board of Directors or an authorized committee thereof, the President shall have full authority to execute on the Center's behalf any and all contracts, agreements, notes, bonds, deeds, mortgages, certificates, instruments and other documents. The President shall have the authority to establish and prescribe the duties, constitution and procedures of any non-Board committees as the President may from time to time deem necessary or desirable. The authority of the President to establish such non-Board committees shall have no effect on the Board's authority to create and supervise committees of the Board pursuant to Article IV above. The President shall also perform such other duties and may exercise such other powers as are incident to the Office of President and as are from time to time assigned to him or her by the Articles, the Bylaws, the Board of Directors or an authorized committee thereof.

Section 5.03. Vice Presidents. There shall be an elected First Vice-President/President-Elect, a Second Vice-President, and a Third Vice-President. Except as otherwise determined by the Board of Directors, each Vice President shall serve under the direction of the President, and shall perform such duties and may exercise such powers as are incident to the Office of Vice President and as are from time to time assigned to the Vice President by the Articles, the Bylaws, the Board of Directors or an authorized committee thereof, or the President. In the absence, incapacity, inability or refusal of the President to act, the First Vice President/President Elect shall assume the authority and perform the duties of the President.

Section 5.04. Secretary. Except as otherwise provided by the Bylaws or determined by the Board of Directors, the Secretary shall serve under the direction of the President. The Secretary shall whenever possible attend all meetings of the members and the Board of Directors, and whenever the Secretary cannot attend all meetings, such duty shall be delegated by the presiding officer for such meeting to a duly authorized assistant secretary. The Secretary shall serve as the Chairperson of the Nominating Committee. The Secretary shall record or cause to be recorded under the Secretary's general supervision the proceedings of all such meetings and any other actions taken by the Board of Directors (or by any committee of the Board in place of the Board) in a book or books (or similar collection) to be kept for such purpose. The Secretary shall upon proper request give, or cause to be given, all notices in connection with such meetings. The Secretary shall be the custodian of the Center's seal and affix the seal to any document requiring it, and attest thereto by signature. The Secretary may delegate the Secretary's authority to affix the Center's seal and attest thereto by signature to any assistant secretary. The Board of Directors may give general authority to any other officer or specified agent to affix the Center's seal and to attest thereto by signature. Unless otherwise required by law, the affixing of the Center's seal shall not be required to bind the Center under any documents duly executed by the Center and use of the seal shall be precatory in the discretion of the Center's duly authorized signing officers. The Secretary shall be responsible for taking minutes of any Board of Directors meeting, and shall oversee the filing of all books, reports, statements, notices, waivers, proxies, tabulations, minutes, certificates, documents, records, lists, and instruments required by the Act or the Bylaws to be kept or filed, as the ease may be. The Secretary may when requested, and shall when required, authenticate any records of the Center. Except to the extent otherwise required by the Articles or the Bylaws, the Secretary may maintain, or cause to be maintained, such items within or outside the State of South Carolina at any reasonable place. In the event the Board of Directors designates and engages a transfer agent, as permitted by the Bylaws, such duties of keeping such member records and the like accepted by such transfer agent shall be deemed delegated from the Secretary to such transfer agent, but such transfer agent shall be subject to supervision of the Secretary. The Secretary shall perform such other duties and may exercise such other powers as are incident to the Office of Secretary and as are from time to time assigned to such office by the Articles, the Bylaws, the Board of Directors or an authorized committee thereof, or the President.

Section 5.05. Treasurer. Except as otherwise provided by the Bylaws or the Board of Directors, the Treasurer shall serve under the direction of the President. The Treasurer shall oversee the financial activities of the Center, including, but not limited to, the safekeeping and custody of the Center's funds and securities, the maintenance, completeness, and accuracy of the books, records, and statements of account, the giving and receiving of receipts for monies, and the making of deposits of the Center's funds. The Treasurer shall upon request report to the Board of Directors or members on the financial condition of the Center. The Treasurer may be required by the Board of Directors from time to time to give such bond as the Board may determine. The Treasurer shall perform such other duties and may exercise such other powers as are incident

to the Office of Treasurer and as are from time to time assigned to such office by the Articles, the Bylaws, the Board of Directors or an authorized committee thereof, or the President.

Section 5.06. Executive Director. The Executive Director is a paid employee of the Center and serves as an ex-officio member of the Board, without voting rights. The Executive Director is the lead professional and has the responsibility and authority to run the Center's day to day operations. The Executive Director is authorized to hire and terminate all staff, with input from the Board. The Executive Director may delegate portions of his or her responsibilities to other employees where appropriate. The Executive Director shall be accountable to the Board. The Executive Director's contract shall govern the terms and conditions of his or her employment.

ARTICLE VI INDEMNIFICATION AND IMMUNITY

Section 6.01. Authority to Indemnify. The Center shall indemnify, defend, and hold harmless all current and former Directors and Officers from and against any and all liabilities, costs, and expenses incurred by them in such capacities to the fullest extent permitted by law; provided, however, that the Director or Officer conducted himself in good faith and reasonably believed that his or her conduct was in the best interests of the Center (if acting in his or her official capacity), or that his or her conduct was at least not opposed to the best interests of the Center (in all other cases), or that he or she had no reasonable cause to believe his or her conduct was unlawful (in the case of a criminal proceeding). Such indemnification should also extend to protect Directors and Officers from lawsuits or claims made against him or her for conduct or decisions that may constitute ordinary negligence, but not for gross errors of judgment or intentional misconduct. The Center shall also indemnify a current or past Director or Officer who was wholly successful, on the merits or otherwise, in the defense of a proceeding to which the Director or Officer was a party because he or she is or was a Director or Officer of the Center against all expenses actually incurred by the Director or Officer in connection with the proceeding, including expenses incurred when the Director or Officer had not been made a defendant or respondent to the proceeding. The Board of Directors may elect to indemnify, defend, hold harmless, and advance expenses to any employee or agent of the Center who is not a Director or Officer to the same extent as to a Director or Officer.

Section 6.02. Indemnification Plan. The Board of Directors shall adopt an Indemnification Plan in accordance with the authority granted it in section 6.01 above. The Plan shall set, forth in detail the mechanics of how the indemnification rights of Directors and Officers shall be exercised.

Section 6.03. Insurance. The Board of Directors shall cause the Center to purchase and maintain Directors and Officers liability insurance with a limit of not less than three (3) million dollars on behalf of any person who is or was a Director or Officer of the Center, or is or was serving at the request of the Center 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 Center would have the power to indemnify such person.

Section 6.04. Immunity. All current and former Directors and Officers are immune from suit arising from the conduct of the affairs of the Center unless their individual conduct amounts to willful, wanton or gross negligence.

ARTICLE VII RECORDS

Section 7.01. General. The Center shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken or proposed to be taken by the members or Directors without a meeting, and a record of all actions taken or proposed to be taken by committees of the Board of Directors. The Center shall also maintain appropriate accounting records and a record of its members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class. The Center shall keep a copy of the following records at its Principal Office:

- a. Current and past Articles and all amendments thereto currently in effect;
- b. Current and past Bylaws and all amendments thereto currently in effect;
- c. Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of the members or any class or category of members;
- d. Minutes of all meetings of members and records of all actions approved by the members for at least the past three (3) years;
- e. All written communications to members generally within at least the past three (3) years, including financial statements furnished for at least the last three (3) years;
- f. A list of the full names and business and/or home addresses of current and past Directors and Officers of the Center; and,
- g. The Center's most recent reports of each type required by law to be filed by the Center with the South Carolina Secretary of State or other governmental entity.

Section 7.02. Form of Records. The Center shall maintain records in written form, or when consistent with good business practices, in electronic form, if such form is capable of reasonable preservation and conversion into written form within a reasonable time.

Section 7.03. Inspection. A member is entitled to inspect and copy, at a reasonable time and location, any of the following records of the Center if the member gives the Center written notice or a written demand at least five (5) business days before the date on which the member wishes to inspect and copy:

- a. The Articles and all amendments thereto currently in effect;
- b. The Bylaws or restated Bylaws and all amendments thereto currently in effect;
- c. Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
- d. Minutes of all meetings of members and records of all actions approved by the members for the past three (3) years;

- e. All written communication to members generally within the past three (3) years;
- f. A list of the names and business or home addresses of the Center's current directors and officers; and,
- g. The most recent report of each type required to be filed by the Center with the Secretary of State under the Act.

Additionally, a member is entitled to inspect and copy, at a reasonable time and location, any of the following records of the Center if the member gives the Center written notice or a written demand at least five (5) business days before the date on which the member wishes to inspect and copy, and the member's demand is made in good faith and for proper purpose, the member describes with reasonable particularity the purpose and the records the member desires to inspect, and the records are directly connected with this purpose:

- a. Minutes of all meetings of the Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors;
- b. Accounting records of the Center; and,
- c. Membership list; provided, however, that such list or any part thereof may not be used without the consent of the Board of Directors for any purpose unrelated to the member's interest as a member, including but not limited to the list being:
 - i. used to solicit money or property;
 - ii. used for any commercial purposes; or,
 - iii. sold to or purchased by any person.

This section does not affect the right of a member or member's agent to inspect records under section 2.08 above.

ART ICLE VIII MISCELLANEOUS

Section 8.01. Fiscal Year. The fiscal year of the Center shall be established, and maybe altered, by resolution of the Board of Directors from time to time as the Board deems advisable.

Section 8.02. Seal. The seal of the Center shall be circular in form and shall have inscribed thereon the full name of the Center, the year of its organization, and the words "Corporate Seal, State of South Carolina."

Section 8.03. Severability If any provision of these Bylaws or the application thereof to any person or circumstances shall be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision shall he complied with or enforced to the greatest extent permitted by law as determined by such court, and the remainder of these Bylaws and the application of such provision to the same or other persons or circumstances shall continue to be complied with and enforced to the greatest extent permitted by law.

Section 8.04. Usage. In construing these Bylaws, feminine or neutral pronouns shall be substituted for masculine forms and vice versa, and plural terms shall be substituted for singular forms and vice versa, in any place in which the context so requires. The section and paragraph headings contained in these Bylaws are for reference purposes only and shall not affect in any way the meaning or interpretation of these Bylaws. To the extent that there are conflicts between the Act and the Bylaws, the Bylaws control.

The foregoing are certified to be the true and complete Bylaws of the Center as adopted by the Board of Directors on _____ .

Secretary

Date of Certification (Corporate Seal)