

THE BYLAWS OF

Water Missions International

ARTICLE I

NAME, SEAL AND OFFICES

- 1.1 **Name**. The name of this Corporation is **Water Missions International**.
- 1.2 **Seal**. The Corporation's corporate seal, if it shall choose to have one, shall be in such form and bear such inscription as determined by the Board of Directors. The Board of Directors may change the form of the seal or the inscription therein at its pleasure.
- 1.3 **Offices**. The office of the Corporation shall be located at 2049 Savannah Highway in Charleston, South Carolina 29407. The Corporation may also have offices at such other places as the purposes of the Corporation may require.
- 1.4 **No Members**. The Corporation shall be a South Carolina not-for-profit corporation without Members.

ARTICLE II

DEFINITIONS

- 2.1 **"Approved by the Board of Directors"** or "Approval by the Board of Directors" means approved or ratified by the Board of Directors entitled to vote on the issue through the affirmative vote (or written consent thereof) of a majority of the votes of the Board of Directors represented and voting at a duly held meeting at which a quorum is present (or the affirmative vote of the greater proportion including the votes of any required proportion of the Board of Directors of any class as the Articles or Bylaws may provide for specified types of Board of Directors' action).
- 2.2 **"Articles of Incorporation"** or "Articles" includes the Corporation's Articles of Incorporation, amended and restated Articles of Incorporation, and Articles of Merger.
- 2.3 **"Bylaws"** means these Bylaws.

- 2.4 "**Corporation**" means Water Missions International
- 2.5 "**Deliver**" includes mail.
- 2.6 "**Directors**" means natural persons, designated in the Articles of Incorporation or Bylaws or elected by the incorporators, and their successors and natural persons elected or appointed to act as directors of the Board of Directors.
- 2.7 "**Entity**" includes Corporations and foreign Corporations; business Corporations and foreign business Corporations; profit and nonprofit unincorporated associations; business trusts, estate partnerships, trusts, and two or more persons having a joint or common economic interest; and states, United States, and foreign governments.
- 2.8 "**Notice**" shall have the meaning prescribed in S.C. Code Ann. §33-31-141 (1994).
- 2.9 "**Person**" includes any individual or Entity.
- 2.10 "**Principal Office**" means the office designated as the registered office in the Articles of Incorporation where the principal office of the Corporation is located.
- 2.11 "**Public Benefit Corporation**" means a domestic Corporation which is formed as a public benefit Corporation pursuant to S.C. Code Ann. §33-31-201 through 33-31-207 and as defined in S.C. Code Ann. §33-31-1706 (1994).
- 2.12 "**Vote**" includes authorization by written ballot and written consent.
- 2.13 "**Voting Power**" means the total number of votes entitled to be cast on the issue at the time the determination of voting power is made, excluding a vote which is contingent upon the happening of a condition or event which has not occurred at the time.

ARTICLE III

OBJECTIVES, PURPOSES, STATEMENT OF FAITH, PRINCIPLES OF OPERATION, ACTIVITIES, AND DISPOSITION OF ASSETS ON DISSOLUTION

3.1 Object. The Corporation's object is to be organized and operated exclusively as a nonprofit public benefit Corporation under the South Carolina Nonprofit Corporation Act of 1994. Specifically, the objectives of the Corporation are to:

1. supply clean and safe drinking (potable) water to people in need throughout the world without cost, or at a minimum cost to the recipients, with water treatment technology tailored to the needs and resources of the area
2. supply design, engineering, and oversight consulting to manage water resources (drinking water, wastewater, and storm water) in rural communities of developing countries
3. supply drinking water in emergency situations around the world
4. enable other Christian organizations to share the love of Jesus Christ with people in need by equipping them with life-saving water treatment equipment
5. serve as advocates on behalf of the hundreds of millions of people throughout the world who lack access to safe water by way of presentations, publications, events, and other appropriate means

3.2 General Purpose. The purpose of the Corporation is to operate exclusively for religious, charitable, educational and scientific purposes, and more specifically, to be qualified and recognized as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"), and the Treasury Regulations promulgated there under. Furthermore, the Corporation is formed as a nonprofit Christian relief and development organization, the principal charitable and religious purpose of which is to meet the water and spiritual needs of people worldwide. In furtherance of the above purposes, the Corporation is formed to perform all activities permitted to be performed by Corporations under the laws of the State of South Carolina, to the extent such activities are permitted by organizations which are exempt from federal income tax under Section 501(c)(3) of the Code and the Treasury Regulations promulgated there under, or the corresponding provisions of any future federal tax code, and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

3.3 Statement of Faith The Board of Directors has adopted the following Statement of Faith:

1. We believe the Bible to be the inspired, the only infallible, authoritative Word of God. (II Timothy 3:15-17)
2. We believe there is one God, eternally existent in three persons: Father, Son and Holy Spirit (Matthew 28:19)
3. We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory. (John 1:1-4; Philippians 2:5-11; Acts 1:11 & 2:22-24)
4. We believe that, for the salvation of lost and sinful man, repentance of sin and faith in Jesus Christ result in regeneration by the Holy Spirit and that Jesus Christ is the only way of salvation. (Titus 3:4-7, Ephesians 2:8-9, John 14:6, Acts 4:12; Luke 24:46-47)
5. We believe in the present ministry of the Holy Spirit, whose indwelling enables the Christian to live a godly life. (Galatians 5:16-18; Romans 8:9)
6. We believe in the resurrection of the saved and the lost, the saved unto the resurrection of eternal life and the lost unto the resurrection of damnation and eternal punishment. (Revelation 20:11-15; I Corinthians 15:51-57)
7. We believe in the spiritual unity of believers in our Lord Jesus Christ and that all true believers are members of His body, the Church. (Ephesians 1:22-23; I Corinthians 12:12 & 27)
8. We believe that the ministry of evangelism is a responsibility of both the Church and each Christian. (Romans 10:9-15; Acts 1:8; Matthew 28:17-20; I Peter 3:15)

3.4 Principles of Operation. The following principles are to guide the operational activities of Water Missions International as it seeks to fulfill its purpose under the leadership of the Lord.

1. The hallmark of the organization is to exemplify Agape Love, as we are doing the work of God and God is Agape Love.

Beloved, let us love one another, for love is from God; and everyone who loves is born of God and knows God (I John 4:7).

2. Wisdom for the organization comes from the Lord. To achieve this wisdom, we are to seek His direction through the Word of God, the Holy Spirit, prayer and accountability with other Christians.

My son, if you receive my words, and treasure my commands within you, then you will understand the fear of the Lord, and find the knowledge of God. Trust in the Lord with all your heart, and lean not to your own understanding; In all your ways acknowledge Him, and he shall direct your paths (Proverbs 2:1&5 Proverbs 3:5&6).

3. Faithful obedience is the method by which the organization acts upon the Lord's wisdom, remembering that out of obedience flow blessings.

Has the Lord as great delight in burnt offerings and sacrifices, as in obeying the voice of the Lord? Behold, to obey is better than sacrifice ...(I Samuel 15:22).

If you are willing and obedient, You shall eat the good of the land...(Isaiah 1:19).

4. Business is processed through relationships, which must be directed by the Lord to ensure that they do not bear the imprint of our control.

“You know that the rulers of the Gentiles lord it over them, and those who are great exercise authority over them. Yet it shall not be so among you; but whoever desires to become great among you, let him be your servant. And whoever desires to be first among you, let him be your slave (Matthew 20:25-27).

5. Honesty and integrity shall prevail in all business activity, remembering that values mean more than net worth.

A false balance is abomination to the Lord: but a just weight is His delight (Proverbs 11:1). The just man walketh in his integrity ...(Proverbs 20:7). A good name is to be chosen rather than great riches ... (Proverbs 22:1).

6. Stewardship is to be the basis for using talents, processing financial transactions and caring for the assets of the organization.

Moreover it is required in stewards that one be found faithful (1 Corinthians 4:2). As each one has received a gift, minister it to one another, as good stewards of the manifold grace of God (I Peter 4:10).

7. Compassion for people and their eternal souls is the motivation and basis upon which the organization's ministry is to be established.

Proclaim the acceptable year of the Lord ... To comfort all that mourn; to give unto them beauty for ashes, the oil of joy for mourning, the garment of praise for the spirit of heaviness; that they might be called trees of righteousness, the plantings of the Lord, that He might be glorified (Isaiah 61:2-3).

3.5 Specific Powers. Except as limited by its Articles of Incorporation or these Bylaws, the Corporation shall have and exercise such powers in furtherance of its purposes as are now or may hereinafter be granted by the laws of the state of South Carolina and S.C. Code Ann. §33-31-302 (1994), and in this connection may:

1. sue and be sued, complain, and defend in its corporate name;
2. have a corporate seal, which may be altered at will, and use it, or a facsimile of it, by impressing or affixing or in any other manner reproducing it;
3. make and amend Bylaws not inconsistent with its Articles of Incorporation or with the laws of South Carolina for regulating and managing the affairs of the Corporation;
4. purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property or any legal or equitable interest in property, wherever located;
5. sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;
6. purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interest in or obligations of any entity;
7. make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income;
8. lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment, except as limited by S.C. Code Ann. §33-31-832 (1994);

9. be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other entity;
10. conduct its activities, locate offices, and exercise the powers granted by South Carolina law within or without South Carolina;
11. elect or appoint directors, officers, employees, and agents of the Corporation, define their duties, and fix their compensation;
13. pay pensions and establish pension plans, pension trusts, and other benefit and incentive plans for any or all of its current or former directors, officers, employees, and agents;
14. make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interest;
15. accept gifts, devises, and bequests subject to any conditions or limitations contained in the gift, devise, or bequest so long as the conditions or limitations are not contrary to South Carolina law or the purposes for which the Corporation is organized;
16. carry on a business;
17. do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Corporation.

3.6 Distribution on Dissolution. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the United States, to the state of South Carolina, or to a local government in the state of South Carolina, for a public purpose. Any such asset not so disposed of shall be disposed of pursuant to a court order by the court of common pleas of the county in which the principal office of the Corporation is then located to another organization to be used in such manner as in the judgment of the court will accomplish the general purposes for which the Corporation was organized.

ARTICLE IV

AMENDMENT OF ARTICLES AND BYLAWS

- 4.1 **Amendment:** The Corporation's Articles of Incorporation and Bylaws may be amended by an affirmative vote of a majority of the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

- 5.1 **Composition.** Governance and management oversight of the Corporation shall be vested in a Board of Directors. The Board of Directors shall consist of at least two (2) and not more than fifteen (15) directors, which number shall include persons who have a common interest in and knowledge of the purposes of the Corporation. Members of the Board of Directors shall be elected or appointed on the basis of their knowledge of the charitable needs and interests of those individuals that will be served by the Corporation, on the basis of their standing in that area and their access to businesses, groups, and individuals interested in promoting, encouraging, and supporting the charitable purposes and functions of the Corporation, and on the basis of activity in and representation of public institutions which are concerned with the charitable needs of that area. The initial Directors shall be elected by the Incorporators. Any Director shall be eligible to be elected as an officer of the Board.
- 5.2 **Terms of Office.** George C. Greene III and Molly F. Greene, founders of the organization (the "Founding Directors") shall be permanent board members until their resignation or death. All other Directors shall serve a term of three (3) years, ensuing from the first day of the current fiscal year of the Corporation and thereafter until the expiration of his or her term or until his or her earlier death, resignation, retirement, disqualification, or removal. The terms of the directors shall be staggered so that the terms of not less than one-fourth (1/4) of the directors are expiring in any one year. Except as otherwise provided herein, no director shall be eligible to serve for more than two (2) consecutive full three-year terms of office. Under extraordinary circumstances, at the recommendation of the Governance Committee, the Board may elect by majority vote to extend the eligibility of a Director to a third term. A director elected to fill a vacancy shall be elected for the unexpired portion of the departing director's term, and may be elected to up to two (2) additional terms consecutive to this service if the term of the previous director had less than two (2) years to run. At the expiration of two (2) consecutive full three-year terms of office, a director shall not be eligible to be reelected within a period of one (1) year.
- 5.3 **Manner of Election.** In accordance with the procedures set forth in these Bylaws, the Board of Directors of the Corporation shall nominate and elect new

directors or re-elect existing directors or fill the position of any director who resigns, retires, dies, is disqualified or removed.

- 5.4 Chief Executive Officer.** The position of Chief Executive Officer (CEO) of the Corporation shall be a member of the Board of Directors
- 5.5 Honorary Director.** The Board of Directors may from time to time elect a major donor or a representative of a Strategic Partner to serve as an Honorary Director. Such members may participate as nonvoting members in all meetings and other activities of the Board of Directors, however, he or she shall not be required to attend any meetings or other activities. Except as provided elsewhere in these bylaws, Honorary Directors shall serve for the duration of the relationship between the donor or the Strategic Partner and the Corporation.
- 5.6 Meetings.** There shall be a minimum of one (1) Board of Directors meeting per year ("Annual Meeting"). The Board of Directors may fix the date and time of the Annual Meeting, but if no such date and time is fixed by the Board of Directors, the Annual Meeting for any calendar year shall be held in November . Additionally, Special Board of Directors meetings may be called at any time upon the written request of the Chairman or any three (3) Board of Directors members.
- 5.7 Notice.** Unless South Carolina law requires otherwise, regular meetings of the Board of Directors may be held without notice. Unless waived in writing by all directors pursuant to S.C. Code Ann. §33-31-823 (1994) (or the similar provision of any subsequent law), a minimum of three (3) business days notice shall be given for any special Board of Directors meeting.
- 5.8 Quorum; Vote.** A quorum shall consist of a majority of the Board of Directors. Where a quorum is present, the affirmative vote of the majority of the directors present is the act of the Board of Directors unless South Carolina law, the Articles of Incorporation or Bylaws require a greater vote.
- 5.9 Guests.** Guests may be invited to attend Board of Directors meetings but shall not be entitled to vote.
- 5.10 Action by Directors Without a Meeting.** Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if the consent in writing setting forth to the action so taken is signed by a majority of the directors entitled to vote with respect to the subject matter thereof and filed with the corporate records reflecting the action taken.

5.11 Powers and Duties. The business and affairs of the Corporation shall be managed by its Board of Directors, which shall be vested with all corporate powers not expressly reserved by the Bylaws. The Board of Directors has the general power to:

1. control and manage the affairs, funds, and property of the Corporation;
2. disburse the Corporation's monies and dispose of its property in fulfillment of its corporate purpose;
3. appoint and remove the CEO, define his or her duties and compensation, all by a majority vote of the Board of Directors; and
4. borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed necessary documentation of such debt thereof.

The Board of Directors may further delegate authority to committees, individual directors, or the CEO as it deems necessary for the carrying out of the purposes and business of the Corporation.

5.12 Resignation of Directors. Any director may resign by giving written notice of his or her resignation to the Board of Directors. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.

5.13 Removal of Directors. Any director may be removed, with or without cause, by a two-thirds (2/3) vote of the Board of Directors.

5.14 Vacancies. Any vacancies on the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, shall be filled for the unexpired term in the same manner as provided in the case of the original appointments. Unless otherwise provided by the Board of Directors, each director so elected shall hold office until the expiration of his or her term or until his or her earlier death, resignation, retirement, removal or disqualification.

5.15 Compensation. The Board of Directors shall not receive compensation for their services as directors, but may receive reimbursement for their expenses incurred in conducting the business of the Corporation and in attending meetings.

5.16 Telephonic Meetings. The Board of Directors may meet by telephone.

ARTICLE VI

COMMITTEES OF THE BOARD OF DIRECTORS

- 6.1 Executive Committee of the Board of Directors.** By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members an executive committee consisting of three (3) or more directors, which number shall always include the Founding Directors and the Chairman. Except as prohibited by law, the Executive Committee shall have the authority as set forth in the resolution establishing said committee and as may be set forth elsewhere in these Bylaws.
- 6.2 Other Committees of the Board of Directors.** Other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of directors present at a meeting of the Board of Directors at which a quorum is present. Except as otherwise provided in such resolution or in these Bylaws, members of each such committee shall be appointed by the Chairman of the Board of Directors. Except as prohibited by law, each committee shall have the authority as set forth in the resolution establishing said committee and as may be set forth elsewhere in these Bylaws. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.
- 6.3 Committee Meetings.** The committees of the Board of Directors may meet as often as the business of the Corporation may require. Each committee shall keep a record of its proceedings. Meetings of the committees shall be called by the Chairman of the Board of Directors, by the Chairman of the committee, or by a majority of the members of the committee by giving reasonable notice by mail or telephone of the time and place of such meeting to each member. Any special meeting of a committee may be held at any time, without notice, if all of the members of the committee are present or if all of the members waive notice in writing. Actions and recommendations of a committee shall be presented at the next meeting of the Board of Directors.
- 6.4 Advisory and Other Committees.** The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not directors of the Corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors on matters relating to the business and affairs of the Corporation; and each such committee shall have such powers and

- perform such specific duties or functions, not inconsistent with the Articles of Incorporation of the Corporation or these Bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be made by the Chairman of the Board of Directors. Meetings may be called by the Chairman of the committee or by a majority of the members of the committee by giving reasonable notice by mail or telephone of the time and place of such meeting to each member. Any special meeting of a committee may be held at any time, without notice, if all of the members of the committee are present or if all of the members waive notice in writing. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.
- 6.5 Term of Appointment.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof. There is no limit on the number of successive terms that a member of any committee may serve. A person may be a member of more than one committee.
- 6.6 Chairman.** One member of each committee shall be appointed Chairman thereof. The Chairman of the Board of Directors shall serve as Chairman of the Executive Committee.
- 6.7 Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE VII

OFFICERS OF THE BOARD OF DIRECTORS

- 7.1 Number.** The officers of the Board of Directors shall consist of a Chairman, a Vice Chairman, and a Secretary. The Board of Directors may from time to time create and establish the duties of such other officers as it deems necessary for the efficient governance and management oversight of the Corporation; but the Corporation shall not be required to have at any time any officers other than the Chairman. Any officer may be eligible to simultaneously hold one or more offices.

- 7.2 Election and Term of Office.** Officers of the Board of Directors shall be nominated and elected by a majority the Board of Directors at the annual meeting and shall assume their duties immediately following the meeting at which they are elected. Except as otherwise provided in these Bylaws, the officers of the Board of Directors shall serve for terms of one (1) year and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification. Any other officers or assistant officers shall serve at the will of the Board of Directors and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification
- 7.3 Other Agents.** The Board of Directors may appoint other agents who shall hold office and shall have such other authority and perform such duties as provided in these Bylaws, and shall receive such reasonable compensation as the Board of Directors may from time to time determine. The Board of Directors may appoint from time to time such agents (including but not limited to one or more assistants, attorneys, trustees and other agents) as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.
- 7.4 Resignation.** Any officer may resign by giving written notice of his or her resignation to the Board of Directors. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.
- 7.5 Removal.** Any officer may be removed at any time by the Board of Directors whenever in the Board of Directors' judgment the best interest of the Corporation will be served thereby, but such removal shall in any case be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not in itself create contract rights.
- .6 Vacancies.** In the event of a vacancy in any office arising at any time and from any cause, a successor shall be elected in the same manner as provided in the case of the original appointments to fill the unexpired term of office.
- .7 Chairman.** The Chairman shall preside at board meetings, establish board agendas, appoint and assist committees and serve as an ex officio member of all committees, manage group development of the Board of Directors, maintain organizational integrity, support the CEO of the Corporation, and link with the major moral owners of the Corporation.

- .8** **Vice Chairman.** The Vice Chairman shall assist the Chairman in all his or her responsibilities and preside at board meetings in the absence of the Chairman.
- 7.9** **Secretary.** The Secretary shall record, or cause to be recorded, all votes, actions and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors or by the Chairman, affix it to any instruments requiring it. When so affixed, it shall be attested by his or her signature.

ARTICLE VIII

LEADERSHIP OF THE CORPORATION

- 8.1** **Number and Qualification.** The leadership of the Corporation shall consist of a CEO appointed by the Board of Directors, a President, a Chief Operating Officer (COO) and such Vice Presidents as determined by the CEO. The President, COO and Vice Presidents shall be appointed by the CEO.
- 8.2** **Appointment and Term of Office.** The CEO and the President shall be appointed each year by the Board of Directors at the annual meeting and shall assume their duties immediately following the meeting at which they are appointed.
- 8.3** **Resignation of the Chief Executive Officer.** The CEO may resign by giving written notice of his or her resignation to the Board of Directors. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.
- 8.4** **Removal of the Chief Executive Officer.** The CEO may be removed at any time by the Board of Directors whenever in the Board of Directors' judgment the best interest of the Corporation will be served thereby, but such removal shall in any case be without prejudice to the contract rights, if any, of the person so removed. Appointment of a CEO shall not in itself create contract rights.
- 8.5** **Chief Executive Officer** of the Corporation shall exercise general supervision of all operations and personnel of the Corporation, subject to the control of the Board of Directors. The CEO shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, grant requests, and statements and reports required to be filed with state or federal officials or agencies; and the CEO shall be authorized to enter into any contract or agreement and to execute in the

- corporate name, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Directors are carried into effect. The CEO shall have the right to supervise and direct the management and operation of the Corporation in accordance with the will of the Board of Directors, and the other employees of the Corporation shall be under his or her supervision and control in accordance with the will of the Board of Directors. The CEO shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.
- 8.6 President.** The President shall be available to assist the CEO as requested by the CEO. The President shall preside at any meeting at which the CEO is not present or when requested by the CEO to preside. The President shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, grant requests, and statements and reports required to be filed with state or federal officials or agencies; and the President shall be authorized to enter into any contract or agreement and to execute in the corporate name, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be under the supervision of the CEO. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the CEO may from time to time delegate.
- 8.7 Chief Operating Officer.** The COO shall be available to assist the CEO as requested by the CEO. The COO shall preside at any meeting at which the CEO is not present or when requested by the CEO to preside. The COO shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, grant requests, and statements and reports required to be filed with state or federal officials or agencies; and the COO shall be authorized to enter into any contract or agreement and to execute in the corporate name, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Directors are carried into effect. The COO shall be under the supervision of the CEO. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the CEO may from time to time delegate.
- 8.8 Compensation.** Officers shall receive such compensation for their services as may be authorized or ratified by the Board of Directors and no officer shall be prevented from receiving compensation by reason of the fact that he is also a director of the Corporation. Election or appointment as an officer shall not of itself create a contract or other right to compensation for services performed as such officer.

ARTICLE IX

INDEMNIFICATION

- 9.1 Indemnification:** All directors and officers of the Corporation shall be indemnified to the maximum extent possible under S.C. Code Ann. §33-31-850 (1994) et seq. (or any similar provision of any subsequent law).

ARTICLE X

FISCAL AFFAIRS

- 10.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances.
- 10.2 Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- 10.3 Checks, Drafts, Etc.** All checks, drafts or other orders for payment of money issued in the name of the Corporation shall be signed by the Chairman, the Vice Chairman, or the Secretary of the Board of Directors, or the CEO, the President/COO, or any Vice Presidents of the Corporation designated by the CEO, or such officers, employees, or agents of the Corporation as shall from time to time be designated by the Board of Directors.
- 10.4 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may by resolution select. A letter to any bank or trust company establishing a bank account in the name of this Corporation, which shall be signed by the Chairman, the Vice Chairman, or the Secretary of the Board, or the CEO, the President/COO, or any Vice Presidents of the Corporation designated by the CEO shall constitute sufficient and continuing

authority for any bank or trust company to open said accounts. The respective banks are authorized to honor and pay any and all checks and drafts of the Corporation signed by persons authorized to sign such checks and drafts under Section 10.3, whether such checks and drafts are payable to the order of such person or persons signing them. Checks, drafts, bills of exchange and other evidences of indebtedness may be endorsed for deposit to the account of this Corporation and may be endorsed in writing or by stamps and with or without the designation of the person endorsing.

- 10.5 Annual Statement.** The Board of Directors may in its sole discretion present an audited statement of the business and condition of the Corporation at each annual meeting of the Board of Directors.
- 10.6 Independent Audit.** The Board of Directors may in its sole discretion conduct an independent audit of the financial records of the Corporation following the end of the fiscal year by an independent accounting firm chosen by the Board of Directors.
- 10.7 Fiscal Year: Accounting Election.** The Board of Directors shall fix the Corporation's fiscal year and the accounting method to be used in keeping the Corporation's books and records.
- 10.8 Loans Prohibited.** The Corporation shall make no loans to its officers, directors or employees, or to any other Corporation, firm, association, or other entity in which one or more of its directors, officers, or employees is a director, officer, employee or holds a financial interest in the Corporation.

These Bylaws are accepted as of the 21 day of November, 2008.

By: George C. Greene III,
Chairman



By: Molly Greene
Vice Chairman

ACCEPTED FOR FILING



By: Molly Greene, Secretary