

**SECOND AMENDED AND RESTATED BYLAWS
OF
THE COLUMBIA FILM SOCIETY,
a South Carolina nonprofit corporation**

February 22, 2021

**ARTICLE I
PURPOSE, OFFICES AND REGISTERED AGENT**

Section 1.01 Purpose. The purpose of the Columbia Film Society (the “Corporation”) shall be the promotion and exhibition of primarily independent films that explore the diversity, challenges, and aspirations of the community, and the promotion of critical dialogue and teaching tools related thereto; and to do all things necessary or convenient, and not inconsistent with law, related with these goals. The purpose of the Corporation is exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Members, trustees, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, and the Corporation shall not otherwise attempt to influence legislation. The Corporation shall not participate in, or intervene in, political campaigns on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

Section 1.02 Principal Office. The Corporation shall maintain its Principal Office as required by the South Carolina Nonprofit Corporation Act of 1994, as amended (the “Act”), in the City of Columbia, State of South Carolina or such other place as designated from time to time by the Board of Directors for the principal executive offices of the Corporation (the “Principal Office”).

Section 1.03 Registered Office. The Corporation shall maintain a Registered Office as required by the Act at a location in the State of South Carolina designated by the Board of Directors from time to time (the “Registered Office”). In the absence of a contrary designation by the Board of Directors, the Registered Office of the Corporation shall be located at its Principal Office.

Section 1.04 Other Offices. The Corporation may have such other offices within and without the State of South Carolina as the business of the Corporation may require from time to time. The authority to establish or close such other offices may be delegated by the Board of Directors to one or more of the Corporation’s Officers.

Section 1.05 Registered Agent. The Corporation shall maintain a Registered Agent as required by the Act who shall have a business office at the Corporation’s Registered Office. The Registered Agent shall be designated by the Board of Directors from time to time to serve at its pleasure. In the absence of such designation the Registered Agent shall be the Corporation’s Secretary.

Section 1.06 Filings. In the absence of directions from the Board of Directors to the contrary, the Secretary of the Corporation shall cause the Corporation to maintain currently all filings in respect of the

Principal Office, Registered Office and Registered Agent with all governmental officials as required by the Act or otherwise by law.

Section 1.07 Amended and Restated Bylaws. These Amended and Restated Bylaws (these “Bylaws”) amend and restate any and all bylaws adopted by the Corporation on or before the date first set forth above.

Section 1.08 Diversity and Inclusion. The Corporation and the Board of Directors are committed to incorporating the values of diversity, equity and inclusion (“DEI”) in the governance and operations of the Corporation. These values shall be codified in a DEI policy adopted by the Board of Directors.

ARTICLE II MEMBERS

Section 2.01 Classes of Members. There shall be one class of Members. Notwithstanding the foregoing, the Board of Directors from time to time, may establish certain membership criteria for certain Members to be designated as “sponsors,” “patrons,” “benefactors,” or such other titles as the Board of Directors deems appropriate. The Board of Directors may provide that Members bearing such designations shall have certain perquisites, including without limitation preferential rights regarding ticket reservations and allocations and film selection; provided, however, that no Member bearing any such designation shall have any preferred or different voting or other rights as members as provided in these Bylaws or in the Act. Notwithstanding anything contained herein to the contrary, to the extent a level of dues as established by the Board of Directors permits more than one person to enjoy the rights and privileges of membership in the Corporation, each person listed on the membership application (up to the limit established by the Board of Directors for such level of giving) shall be considered to be a separate Member of the Corporation under these Bylaws and the Act, provided, however, that each person shall not be considered to be a separate Member of the Corporation for any other purposes, including any perquisites.

Section 2.02 Criteria for Membership. Membership shall be open to any natural person who submits a membership application in accordance with Section 2.03 hereof and pays the dues described in Section 2.04 hereof.

Section 2.03 Procedures for Becoming a Member. A natural person shall be admitted as a Member of the Corporation upon the delivery of a membership application, the form of which shall be approved by the Board of Directors from time to time, and the annual dues provided in Section 2.04 for the Member’s first year of membership.

Section 2.04 Dues. Each Member shall be responsible for the payment of annual dues in connection with their continued membership in the Corporation. The Board of Directors shall, from time to time, determine the amount of annual dues to be paid by the Members at various levels of membership.

Section 2.05 Transfers. No Member may transfer a membership or any right arising therefrom.

Section 2.06 Annual and Regular Meetings. An annual meeting of the Corporation’s Members shall be held once each calendar year for the transaction of such business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time, provided, however, in the absence of any designation by the Board of Directors of an alternative date, the annual meeting shall be held at the Corporation’s Principal Office at the hour of six o’clock in the evening on the second Tuesday of November. Unless the Act, these Bylaws, or the Corporation’s Articles of Incorporation (“Articles”) require otherwise, notice of the annual meeting need

not include a description of the purpose for which the meeting is called. Pursuant to Section 33-31-705(c)(2) of the Act as amended, notice of an annual or regular meeting at which the Members may approve the following shall include a description of such matter: amending the Articles; amending these Bylaws; merging the Corporation; selling the Corporation's assets other than in the regular course of activities; dissolving the Corporation. At each annual meeting, the President and Treasurer shall report on the activities and financial condition of the Corporation.

Section 2.07 Special Meetings. Special meetings of the Corporation's Members may be demanded and called for any one or more lawful purposes by the Corporation's President, a majority of the Directors, or the holders of record of five (5) percent of the Corporation's voting power entitled to vote at such meeting, provided such holders comply with such demand provisions set forth in the Act and these Bylaws. Upon the written, signed, and dated demand, which states the purpose of the meeting, being delivered in accordance with the foregoing to an Officer of the Corporation personally or by registered or certified mail, the President or Secretary on or before the thirtieth (30) day after the date of such demand shall fix the date and time of the meeting and provide notice thereof to the Members in accordance with Section 2.08 hereof. If the notice of the meeting is not given within thirty (30) days after the demand is made to the Officer of the Corporation, a person signing the demand may set the time and place of the meeting and give notice thereof in accordance with Section 2.08 hereof. Special meetings of the Members shall be held at a time and location designated by the person calling the meeting in the notice of the meeting; provided, however, that if the notice does not designate a time and location, such meetings shall be held at the Corporation's Principal Office at the hour of six o'clock in the evening on the date designated in the notice of the meeting. In the event that the President and a Directors timely designate different times or locations, then the designations of the Directors shall control; provided however, any notice changing the time or place of the meeting shall be effective only if timely received by the Members in accordance with Section 2.08 hereof. A notice of a special meeting at which the removal of a Director is to be considered, must state that the purpose or one of purposes of the meeting is removal of a Director.

Section 2.08 Notice of Meetings, Waiver of Notice. Written notice of all meetings of Members shall be given no fewer than ten (10) days, or if notice is mailed by other than first class or registered mailed, thirty (30) days, nor more than sixty (60) days before the meeting date by any method permitted under the Act, to all Members of record entitled to vote at such meeting; provided, however, the date upon which such notice shall be deemed effective shall be determined in accordance with Section 2.09 hereof. Such notice shall state the date, time, and place of the meeting and, if required by the Act or these Bylaws the purpose or purposes for which such meeting was called. Notice of a meeting of Members need not be given to any Member who signs a waiver of notice either before or after the meeting, and such waiver is delivered to the Corporation for inclusion in the corporate records. To be effective such waiver shall contain statements or recitals sufficient to identify beyond reasonable doubt the meeting to which it applies. Such statements or recitals in such waiver of notice may, but need not necessarily, include reference to the date and purpose of the meeting and the business transacted thereat. Statement or 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 statements or recitals creating a patent ambiguity as to its proper application. 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.

Section 2.09 Effective Date of Member Notices. Written notice, if in comprehensible form, is effective at the earliest of the following:

1. When received;

2. Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed;
3. 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
4. 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.

Written notice is correctly addressed to a Member if addressed to the Member's address shown in the Corporation'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 Corporation'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 Corporation's current list of Members, if addressed or delivered to one of such Members, at the address appearing on the Corporation's current list of Members. If the written notice is given by electronic mail transmission, the notice shall be deemed delivered when the notice is transmitted to an electronic mail address, if any, designated by the Member.

Section 2.10 Members of Record. For the purpose of determining Members entitled 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 be not more than seventy (70) days, and not less than the last day for timely giving notice, before the meeting or action requiring a determination of Members is to occur. If the Board of Directors fails to set a record date, the Members at the close of business on the business day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of the meeting and to vote thereat. The Members of record appearing in the books of the Corporation 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 Corporation 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, if any. The list shall show the address and number of votes each Member is entitled to vote at the meeting. The Corporation 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 Members 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 Corporation's Principal Office. Subject to the limitations of Sections 33-31-720, 33-311602(c) and 33-31-1605 of the Act, as amended, a Member, Member's agent, or Member's attorney 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 Corporation shall make the list of Members available at the meeting, and any Member, a Member's agent, or Member's attorney 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 (i) such Member's demand is made in good faith and for a proper purpose, (ii) such Member describes with reasonable particularity such Member's purpose, and (iii) the list is directly connected with such Member's purpose.

Section 2.11 Quorum. Except as may otherwise be required by the Act or the Articles, at any meeting of Members the presence of the holders of ten (10) percent 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 the provisions concerning adjournments contained elsewhere in these Bylaws. At such adjourned meeting a quorum of Members may transact such business as might have been properly transacted at the original meeting.

Section 2.12 Transaction of Business. Business transacted at an annual meeting of Members may include all such business as may properly come before the meeting; provided however, business which, as set forth in the Act or these Bylaws, requires notice of, or waiver of notice by, the Members may only be transacted at an annual meeting of Members if valid notice of such business is given to, or waived by, each Member in accordance with the Act or these Bylaws. Business transacted at a special meeting of Members shall be limited to the purposes stated in the notice of the meeting.

Section 2.13 Voting. Except as may otherwise be required by the Act or the Articles, and subject to the provisions concerning Members of record contained elsewhere in these Bylaws, a Member present at a meeting of Members shall be entitled to one vote on each matter. In elections of Directors, those candidates receiving the greater number of votes cast (although not necessarily a majority of votes cast) at the meeting during which the election is held or in an election by electronic or written ballot in accordance with Section 2.16 hereof shall be elected. Any other corporate action shall be authorized by a majority of the votes cast at the meeting unless otherwise provided by the Act, the Articles, or these Bylaws.

Section 2.14 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 2.15 Action Without Meeting. Subject to Section 2.16 hereof, Members may not take action without a meeting by written consent.

Section 2.16 Action By Written or Electronic Ballot. Unless the Articles provide otherwise, any action that may be taken at any annual, regular, or special meeting of the Members may be taken without a meeting if the Corporation delivers a written or electronic ballot to every Member entitled to vote on the matter. Such written or electronic ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written or electronic ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written or electronic ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve the matter other than election of Directors; and specify the time by which a ballot must be received by the Corporation in order to be counted. In no event shall any solicitation for votes by written or electronic ballot provide that the ballots must be received by a date that is less than ten (10) days after the effective date of such written or electronic ballot sent to the Members. The effective date of all written or electronic ballots sent to Members shall be determined in accordance with Section 2.09. A written or electronic ballot may not be revoked.

Section 2.17 Action. Approval of actions by Members shall be in accordance with the requirements of the Act, except to the extent otherwise provided by the Articles.

Section 2.18 Resignation of a Member. A Member may resign at any time; provided however, the resignation of a Member does not relieve the Member from any obligations the Member may have to the Corporation as a result of obligations incurred or commitments made before such resignation.

Section 2.19 Termination, Expulsion and Suspension of a Member. Subject to the Act, a Member may be expelled or suspended, and a membership in the Corporation 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 reason therefore shall be delivered to such Member in accordance with the procedures set forth in Section 2.09 hereof. Such notice shall set forth the date, place, and time such Member shall be given the opportunity to be heard orally by the Board of Directors, which shall be not less than five (5) days before the effective date of the expulsion, suspension, or termination. Such notice shall also set forth the address to which and date by which such Member may to be heard 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. Upon the affirmative determination of the Board of Directors, the Corporation acting fair and reasonable taking into consideration all of the relevant facts and circumstances, may expel or suspend a Member, or terminate such membership. A Member who has been expelled or suspended shall remain liable to the Corporation for dues, assessments, or fees as a result of obligations incurred or commitments made before such expulsion or suspension.

Section 2.20 Conduct of Meetings. The President shall preside at each meeting of Members. In the absence of the President, the meeting shall be chaired by an Officer of the Corporation designated by the Board of Directors. In the absence of all such designated Officer, the meeting shall be chaired by an Officer of the Corporation chosen by the vote of a majority of the Members present at the meeting and entitled to vote thereat. The Secretary or in the Secretary's absence an Assistant Secretary, or in the absence of the Secretary and all Assistant Secretaries a person whom the chair of the meeting shall appoint, shall act as secretary of the meeting and keep a record of the proceedings thereof.

The Board of Directors of the Corporation shall be entitled to make such rules or regulations for the conduct of meetings of Members as it shall deem necessary, appropriate or convenient. Subject to such rules and regulations of the Board of Directors, if any, such presiding official for the meeting, as designated above, shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such presiding official, are necessary, appropriate or convenient for the proper conduct of the meeting, including, without limitation, establishing an agenda or order of business for the meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participation in such meeting to Members of record of the Corporation and such other persons as such presiding official shall permit, restrictions on entry to the meeting after the time fixed for the commencement thereof, limitations on the time allotted to questions or comment by participants, and regulation of the opening and closing of the polls for balloting on matters which are to be voted on by ballot. Unless, and to the extent, determined by the Board of Directors or such presiding official for the meeting, meetings of Members shall not be required to be held in accordance with Robert's Rules of Order or any other rules of parliamentary procedure.

ARTICLE III DIRECTORS

Section 3.01 Authority. The Board of Directors shall have ultimate authority over the conduct and management of the business and affairs of the Corporation.

Section 3.02 Qualification. All Directors shall be natural persons who are Members of the Corporation.

Section 3.03 Number. The number of Directors shall be fixed by the Board of Directors from time to time; provided, however, the number of Directors shall not be less than seven (7); and provided further, however, no reduction in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 3.04 Classification and Tenure of Directors. If at any time the current chair of any Working Group (as hereinafter defined) is not a Director, the Board of Directors may, by a majority vote, appoint a member of such Working Group to serve as an appointed Director (collectively, the “Appointed Directors”) of the Corporation. The term of office of each Appointed Director shall expire on the October 31st following the effective date of such Director’s appointment. An Appointed Director shall hold office from the effective date of such Appointed Director’s appointment and qualification until such Appointed Director’s successor shall have been duly appointed and qualified, or until such Appointed Director’s earlier removal or resignation from the Board of Directors or the Working Group, death, or incapacity. The Board of Directors may authorize such other resignations and appointments as may be determined by resolution of the Board of Directors. The remaining Directors (collectively the “Elected Directors”) shall be elected by the Members.

The Elected Directors are hereby divided into three (3) classes. Each class will consist, as nearly equal as possible, of one-third of the number of Elected Directors then constituting the Board of Directors. At each applicable annual election, the Elected Directors elected shall be chosen for a full term of three (3) years to succeed those whose terms expire. An Elected Director may be elected for successive terms, but in no event shall an Elected Director be elected for more than three (3) successive terms. Each Elected Director shall hold office from the date of such Elected Director’s election and qualification until such Director’s successor shall have been duly elected and qualified, or until such Elected Director’s earlier removal, resignation, death, or incapacity. In case of any increase in the number of Elected Directors, the additional directorships so created may be filled in the first instance in the same manner as a vacancy in the Board of Directors.

Section 3.05 Nomination and Election of Elected Directors. Elected Directors may be elected either at a meeting of the Members (including the annual meeting) or by written or electronic ballot in accordance with Section 2.16 hereof. The method for conducting the annual election shall be determined by the Board of Directors annually. The Board of Directors shall endeavor for the annual election to be completed by the end of October of the applicable year, subject to such adjustments as the Board of Directors may find necessary or appropriate under the circumstances. With respect to an election of Elected Directors to be held at an annual or special meeting of Members, the Board of Directors shall include a solicitation for nominations for elections to the Board of Directors within the notice to Members for such meeting. With respect to an election of Elected Directors to be held by written or electronic ballot in accordance with Section 2.16, the Board of Directors shall send to the Members a notice regarding such election that includes a solicitation for nominations for elections to the Board of Directors. Any Member entitled to vote for the election of Elected Directors at a meeting may nominate Members for election as Elected Directors only if written notice of such Member’s nomination is given, either by personal delivery, by United States mail, postage prepaid, to the Corporation, or by electronic mail to an electronic mail address designated by the Corporation in the solicitation for nominations, by the deadline for nominations established by the Board of Directors in its discretion; provided, however, that such deadline for nominations to be established by the Board of Directors shall be, (i) with respect to an election of Elected Directors to be held at an annual or special meeting of Members, no earlier than seven (7) days after the effective date of notice to Members for such meeting, and (ii) with respect to an election of Elected Directors to be held by written or electronic ballot in accordance with Section 2.16, no earlier than seven (7) days after the effective date of notice to Members of such election by written or electronic ballot to be provided in accordance with this Section. The effective date of all notices specified in the preceding sentence shall be determined in accordance with Section 2.09. Each such notice shall set forth:

(a) the name and address of the nominating Member and each nominee, (b) a representation that the nominating member and each nominee are Members of the Corporation entitled to vote at such meeting, (c) such other information, if any, regarding each nominee as the nominating member desires to have communicated to the Members of the Corporation regarding such nominee, such information to be communicated by the Board of Directors to the Members either orally or in writing at the meeting or on the ballot, or in such other manner as determined by the Board of Directors in its sole discretion; provided, however, that the Board of Directors may limit, edit, truncate, or otherwise restrict the content of such information to be communicated to the Members in any manner determined by the Board of Directors in its sole discretion, and (d) a representation that the nominating member has received the consent of each nominee to the nomination. The presiding officer of a meeting of the Members may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure. For the avoidance of doubt, the Board of Directors may nominate Members for election as Elected Directors and/or indicate their support for certain nominees in any election of Elected Directors.

Section 3.06 Resignation of Directors. A Director may resign at any time by delivering written notice to the Board of Directors, its presiding Officer, the President, or the 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 Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 3.07 Removal. Any Elected Director elected by the Members may be removed from office, with or without cause, by the Members of the Corporation if the number of votes cast to remove the Elected Director would be sufficient to elect the Elected Director at a meeting to elect Elected Directors. An Elected Director elected by the Members may be removed by the Members only (i) at a meeting called for the purpose of removing the Elected Director and the meeting notice states that the purpose, or one of the purposes, of the meeting is the removal of the Elected Director, (ii) by written or electronic ballot in accordance with Section 2.16 hereof provided such solicitation materials state that the purpose of the action is the removal of the Elected Director. An Elected Director may be removed by a vote of two-thirds (2/3) vote of the Board of Directors then in office only if such Elected Director has missed three (3) consecutive meetings of the Board of Directors, whether such meetings are regular or special. A Director elected by the Board of Directors to fill the vacancy of an Elected Director elected by the Members may be removed without cause by the Members, but not the Board of Directors, except as set forth in the immediately preceding sentence. An Appointed Director may be removed from office without cause by a two-thirds (2/3) vote of the Directors then in office.

Section 3.08 Vacancies. The Board of Directors may by majority vote of the Directors then in office, elect a new Director to fill a vacancy of an Elected Director; provided, however, that no person may be elected to fill a vacancy created by such person's removal from office pursuant to these Bylaws.

Section 3.09 Regular Meetings. A meeting of the Board of Directors shall be called and held following the annual election of Directors for the purpose of annual organization, changes in the established number of Directors, if any, appointment (as applicable) of Officers and committees, and transaction of any other business. The Board of Directors may provide, by resolution, the time and place, either within or without the State of South Carolina, for the holding of regular meetings. The Board of Directors shall hold at least one regular meeting during each calendar quarter. Except as otherwise provided by law, any business may be transacted at any regular meeting of the Board of Directors.

Section 3.10 Special Meetings; Notice of Special Meeting. 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 calling a special meeting shall give, or cause to be given, to each Director at such Director's business address,

notice of the date, time and place of the meeting by any means of communication acceptable under the Act not less than two (2) days 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:

1. When received;
2. Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed;
3. 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
4. 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.

Written notice is correctly addressed to a Director if addressed to the Director's business address shown in the Corporation's current records. If the written notice is given by electronic mail transmission, the notice shall be deemed delivered when the notice is transmitted to an electronic mail address designated by the Director. The notice of a special meeting shall describe the purpose of such special meeting. Any time or place fixed for a special meeting must permit participation in the meeting by means of telecommunications as authorized below.

Section 3.11 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 meeting. 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 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 Director's meeting 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 Act, these Bylaws, or the Articles, objects to lack of notice and does not thereafter vote or assent to the objected action.

Section 3.12 Participation by 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 participating in the meeting can hear each other at the same time.

Section 3.13 Quorum. A majority 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 3.14 Action. The Board of Directors shall reasonably seek to achieve consensus among its members on any action to be taken by the Board of Directors, provided that the Board of Directors may 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 the affirmative vote of a greater number of Directors where required by the Articles, these Bylaws, the Act, or otherwise by law.

Section 3.15 Action Without Meeting. To the fullest extent permitted by the Act, 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 Act. Unless otherwise permitted by the Act, such written consent must be signed by all Directors and included in the minutes filed with the corporate records reflecting the action taken.

Section 3.16 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (i) such Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting, (ii) the Director votes against the action and the vote is entered in the minutes of the meeting, (iii) the Director's dissent or abstention for the action taken is entered in the minutes of the meeting, or (iv) the Director delivers written notice of dissent or abstention to the presiding Officer of the meeting before its adjournment or the Corporation 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 Committees. The Board of Directors may from time to time by resolution, adopted in accordance with the Act, designate and delegate authority to one or more committees. Any such committee may be designated as a standing committee appointed annually or as a special committee for specific circumstances or transactions with a limited duration. Each committee shall be composed of two (2) or more Directors, who shall serve at the pleasure of the Board of Directors. Only members of the Board of Directors shall serve as members of such committees. The duties, constitution, and procedures of any committee shall be prescribed by the Board of Directors. The Board of Directors shall designate one member of each committee as its chair. The Board of Directors may, by resolution, prescribe requirements for each committee regarding the taking and distribution of minutes of meetings of each such committee to the Board of Directors. A committee may not authorize distributions; approve or recommend to Members dissolution, merger, or the sale, pledge, or transfer of all or substantially all the Corporation's assets; elect, appoint, or remove Directors or fill vacancies on the board or on any committee; or adopt, repeal, or amend the Articles or these Bylaws.

Section 3.18 Executive Committee. The Corporation shall have an Executive Committee. To the fullest extent permitted by the Act, the Executive Committee may exercise the full authority of the Board of Directors under these Bylaws and Section 33-31-801 of the Act, subject to the limitations set forth in Section 3.17 hereof. The Executive Committee shall consist of the Officers of the Corporation (with the exception of any Assistant Officers) and the past President of the Corporation (provided such individual is still a Director); provided, however, the size of the Executive Committee may be increased or decreased and the composition of the Executive Committee may be changed from time to time by the Board of Directors, and that any non-Officers appointed to the Executive Committee by the Board of Directors shall serve at the pleasure of the Board of Directors for a term designated thereby. The Executive Committee shall promptly provide to the Board of Directors notice of any meeting of the Executive Committee and copies of minutes of any meeting of the Executive Committee.

Section 3.19 Committee Meetings. A majority of each committee's voting members shall constitute a quorum for the transaction of business by the committee, and, while each committee shall reasonably seek to achieve consensus among its members on any action to be taken by the committee, 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 the Act for Director action. Unless otherwise permitted by the Act for Director action, such written consent must be signed by all of the committee's voting members. Special meetings of any committee may be called at any time by any Director who is a Member of the

committee or by any person entitled to call a special meeting of the full Board of Directors. Except as otherwise provided in this Section, the conduct of all meetings of any committee, including notice thereof, and the taking of any action by such committee, shall be governed by this Article.

Section 3.20 Compensation. Directors shall not receive compensation for serving as a member of the Corporation's Board of Directors. The Board of Directors may by resolution authorize the payment or reimbursement of all expenses of each Director related to the Director's attendance at meetings or other service to the Corporation.

Section 3.21 Procedure. Unless, and to the extent, determined by the Board of Directors or the chair of the meeting, or unless required by a specific rule to the contrary in these Bylaws, the Articles, or the Act, meetings of the Board of Directors shall not be required to be held in accordance with rules of parliamentary procedure.

Section 3.22 Working Groups. The Board of Directors may, from time to time, by resolution create working groups and/or advisory committees (each, a "Working Group") for purposes specified by the Board of Directors. Working Groups may be composed of Directors and/or such other persons as may be appointed by the Board of Directors, all of whom shall serve at the pleasure of the Board of Directors. The purposes, duties, constitution, and procedures of any Working Group shall be prescribed by resolution of the Board of Directors, provided, however that the Board of Directors cannot delegate to any Working Group any authority reserved to the Board of Directors by the Act, the Articles or these Bylaws. The Board of Directors shall designate one member of each Working Group so serve as its chair. Each member of a Working Group members shall not, by virtue of such membership of a Working Group, be considered a Director or Officer of the Corporation for any purposes and shall incur no liability as a Directors or Officer for serving in such capacity. Any Working Group created by the Board of Directors in accordance with this Section may be disbanded by a resolution of the Board of Directors.

ARTICLE IV OFFICERS

Section 4.01 In General. The Officers of the Corporation shall consist of a President, Secretary, and a Treasurer, and may also include one or more Vice Presidents, and such additional vice presidents, assistant secretaries, assistant treasurers and other Officers and agents as the Board of Directors deems advisable from time to time. All Officers shall be appointed by the Board of Directors to serve at the pleasure of the Board of Directors. Except as may otherwise be provided by Act or in the Articles, any Officer may be removed by the Board of Directors at any time, with or without cause. Any vacancy, however occurring, in any office may be filled by the Board of Directors. One person may hold two (2) or more offices. Each Officer shall exercise the authority and perform the duties as may be set forth in these Bylaws and any additional authority and duties as the Board of Directors shall prescribed from time to time.

Section 4.02 President. The President shall, whenever possible, preside at all meetings of the Members and all meetings 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. 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 by the Act, these Bylaws, the Board of Directors, or an authorized committee thereof.

Section 4.03 Vice President. Except as otherwise determined by the Board of Directors, the Vice President shall serve under the direction of the President. In the absence, incapacity, or inability or refusal of the President to act, the Vice President shall assume the authority and perform the duties of the

President. Except as otherwise provided herein, the Vice President 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 him by the Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the President.

Section 4.04 Secretary. Except as otherwise provided by these 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 such meetings, such duty shall be delegated by the presiding Officer for such meeting to a duly authorized assistant secretary. 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 Members or the Board of Directors (or by any committee of the Board of Directors in place of the Board of Directors) 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 properly keep and file, or cause to be properly kept and filed under the Secretary's supervision, all books, reports, statements, notices, waivers, proxies, tabulations, minutes, certificates, documents, records, lists, and instruments required by the Act or these Bylaws to be kept or filed, as the case may be. The Secretary may when requested, and shall when required, authenticate any records of the Corporation. Except to the extent otherwise required by the Act, the Secretary may maintain, or cause to be maintained, such items within or without the State of South Carolina at any reasonable place. 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 Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the President.

Section 4.05 Treasurer. Except as otherwise provided by these Bylaws or determined by the Board of Directors, the Treasurer shall serve under the direction of the President. The Treasurer shall, under the direction of the President, keep safe custody of the Corporation's funds and securities, maintain and give complete and accurate books, records, and statements of account, give and receive receipts for moneys, and make deposits of the Corporation's funds, or cause the same to be done under the Treasurer's supervision. The Treasurer shall upon request report to the Board of Directors or Members on the financial condition of the Corporation. The Treasurer may be required by the Board of Directors at any time and from time to time to give such bond as the Board of Directors 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 Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the President.

Section 4.06 Assistant Officers. Except as otherwise provided by these Bylaws or determined by the Board of Directors, the Assistant Secretaries and Assistant Treasurers, if any, shall serve under the immediate direction of the Secretary and the Treasurer, respectively, and under the ultimate direction of the President. The Assistant Officers shall assume the authority and perform the duties of their respective immediate superior Officer as may be necessary at the direction of such immediately superior Officer, or in the absence, incapacity, inability, or refusal of such immediate superior Officer to act. The seniority of Assistant Officers shall be determined from their dates of appointment unless the Board of Directors shall otherwise specify.

Section 4.07 Compensation. Officers shall not receive compensation for serving as Officers of the Corporation.

ARTICLE V EXECUTIVE DIRECTOR AND STAFF

Section 5.01 Executive Director. The Board of Directors shall employ an Executive Director who shall be given the necessary authority and responsibility to manage the Corporation's operations, finances, and activities. Without limiting the generality of the preceding, the Executive Director shall be the chief operating officer of the Corporation and shall generally supervise and direct all of the day-to-day business and affairs of the Corporation, including, but not limited to, by interviewing, hiring, supervising and terminating employees of the Corporation, by coordinating Corporation communications and external relations, and by providing logistical support for the Board of Directors. The Executive Director shall report to the Board of Directors. The Board of Directors in its discretion may authorize the employment of other staff and employees for the Corporation, who shall report to the Executive Director unless otherwise specified by the Board of Directors. The Board of Directors may from time to time adopt by resolution policies consistent with these Bylaws further describing the duties of various employees of the Corporation, including, without limitation, the Executive Director.

Section 5.02 Policies and Procedures. The Board of Directors may, from time to time, establish general policy for the Corporation consistent with the Articles and these Bylaws, including the delegation of authority to the Executive Director to determine appropriate administrative procedures.

ARTICLE VI INDEMNIFICATION

Section 6.01 Scope. The Corporation shall expeditiously indemnify and advance expenses to Directors and Officers of the Corporation to the fullest extent allowed under Sections 33-31-850 through 33-31-858 of the Act, and any amended or successor provisions thereof (the "Indemnification Law"). To the extent that the Indemnification Law allows indemnification and advancement of expenses to be made or paid to any such person at the discretion of a particular body or person, or upon a finding by a particular body or person, this Section shall be construed to mandate the exercise of such discretionary authority or the making of such finding in order to provide indemnification and advancement of expenses to the maximum extent allowable under the Indemnification Law. The Corporation may, but shall not be required to, indemnify and advance expenses to any agent or employee (as those terms are used in the Indemnification Law) of the Corporation who is not also a Director or Officer of the Corporation.

Section 6.02 Insurance. The Board of Directors may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

ARTICLE VII TRANSACTIONS

Section 7.01 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 Corporation, and such authority may be general or confined to specific instances.

Section 7.02 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 therefor in the name of an on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.03 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or

Officers, agent or agents of the Corporation or the Executive Director of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or the Vice President of the Corporation.

Section 7.04 Deposits. All funds of the Corporation 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 select.

ARTICLE VIII RECORDS

Section 8.01 Forms of Records. When consistent with good business practices, any records of the Corporation may be maintained in other than written form if such other form is capable of reasonable preservation and conversion into written form within a reasonable time.

Section 8.02 Corporate Records. The Corporation shall keep as permanent written records a copy of the minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of the name and address, in alphabetical order, of each Member. The Corporation shall keep a copy of the following records at its Principal Office:

1. its articles or restated articles of incorporation and all amendments thereto currently in effect;
2. its bylaws or restated bylaws and all amendments thereto currently in effect;
3. resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of the Members or any class or category of Members;
4. the minutes of all meetings of Members and records of all actions approved by the Members for the past three (3) years;
5. all written communications to Members generally within the past three (3) years, including financial statements furnished for the past three (3) years;
6. a list of the names and business or home address of its current Directors and Officers; and
7. the Corporation's most recent report of each type required to be filed by the Corporation with the South Carolina Secretary of State.

Section 8.03 Inspection Rights. The Members shall have only such rights to inspect records of this Corporation to the extent, and according to the procedures and limitations, prescribed by the Act.

Section 8.04 Financial Statements. A corporation upon written demand from a Member shall furnish to the demanding party the Corporation's latest annual financial statements, which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries or affiliates. Such statements shall include a balance sheet as of the end of the fiscal year and statement of operations for that year. If financial statements are prepared for the Corporation on the basis of generally accepted accounting principles, the annual financial statements also must be prepared on that basis. If the annual financial statements are reported upon by a public accountant, the accountant's statement must accompany them. If not, the statements must be accompanied by the statement of the President or person

responsible for the Corporation's financial accounting records (1) stating whether or not to the President or such person's reasonable belief the financial statements were prepared on the basis of generally accepted accounting principles, and if not, describing the basis of preparation, and (2) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

ARTICLE IX MISCELLANEOUS

Section 9.01 Fiscal Year. The fiscal year of the Corporation shall be established, and may be altered, by resolution of the Board of Directors from time to time as the Board deems advisable.

Section 9.02 Amendments. Subject to the Act and the Articles, these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors in accordance with Section 3.14, subject to the following: (a) the right of the Members to alter, adopt, amend, or repeal Bylaws as provided in the Act; and (b) action of the Members in adopting, amending, or repealing a particular Bylaw wherein the Board of Directors is expressly prohibited by such Member action from amending or repealing the particular Bylaw acted upon by the Members. The Members may amend or repeal any or all of these Bylaws even though these Bylaws may also be amended or repealed by the Board of Directors. Any notice of a meeting of Members at which Bylaws are to be adopted, amended, or repealed shall state that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment, or repeal of Bylaws and contain or be accompanied by a copy or summary of the proposal. Such notice shall be effective in accordance with Section 2.09 hereof.

Section 9.03 Dissolution. The Corporation may be dissolved and its business and affairs terminated upon (i) approval by a vote of a majority of the Directors in office at the time the dissolution is approved in accordance with Section 3.14 at a meeting of which written notice mailed to each Director shall be given at least seven (7) days previously thereto (which notice shall state the purpose of the proposed meeting), and (ii) approval by the Members, by two-thirds (2/3) of the votes cast or a majority of the Members entitled to vote at such meeting, whichever is less. If the Board of Directors seeks to have dissolution approved by the Members at a meeting, the Corporation shall give notice to the Members of the proposed meeting in accordance with Section 2.09 hereof. The notice also must state that the purpose, or one of the purposes, of the meeting is to consider dissolving the Corporation and contain or be accompanied by a copy or summary of the plan of dissolution. If the Board of Directors seeks to have dissolution approved by the Members by written or electronic ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the plan of dissolution. After dissolution is approved, Articles of Dissolution shall be filed with the South Carolina Secretary of State. Upon dissolution of the Corporation and after all its debts and expenses have been paid, all its assets which may be legally so distributed shall be distributed in conformity with the Articles and these Bylaws and for the purposes set forth herein and therein. All remaining assets of the Corporation shall be distributed as determined by the Board of Directors of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 9.04 Conflicts of Interest. A conflict of interest transaction is a transaction with the Corporation in which a Director or Officer has a direct or indirect interest. Any time the Corporation contemplates entering into any such transaction, the Board of Directors shall refer to and follow the

Corporation's Conflicts of Interest Policy, as adopted by the Board of Directors and amended from time to time. All Directors and Officers shall annually sign a statement which affirms that such Director or Officer has received a copy of the conflicts of interest policy, has read and understands the policy, has agreed to comply with the policy and understands that the Corporation is a nonprofit public benefit corporation and a charitable organization and that in order to maintain its nonprofit public benefit status and federal tax exemption, it must engage primarily in activities which accomplish one or more of its nonprofit public benefit and tax-exempt purposes.

Section 9.05 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 be 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 other persons or circumstances shall not be affected thereby and shall continue to be complied with and enforced to the greatest extent permitted by law.

Section 9.06 Usage. In construing these Bylaws, feminine or neuter 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. Terms such as "hereof", "hereunder", "hereto", and words of similar import shall refer to these Bylaws in the entirety and all references to "Articles", "Paragraphs", "Sections", and similar cross references shall refer to specified portions of these Bylaws, unless the context clearly requires otherwise. Terms used herein which are not otherwise defined shall have the meanings ascribed to them in the Act. All references to statutory provisions shall be deemed to include corresponding sections of succeeding law.

Section 9.07 Conflict Between Bylaws, Articles and the Act. The Articles and the Act (as either may be amended from time to time) are incorporated herein by reference. Any conflict between the terms of these Bylaws, the Articles, or the Act shall be resolved in the following order: (1) the Act; (2) the Articles; and (3) these Bylaws.

The foregoing are certified to be the true and complete Bylaws of the Corporation as adopted by the Board of Directors as of _____, 2021.

_____, Secretary