

AMENDED AND RESTATED BY-LAWS
OF
INTERNATIONAL AFRICAN AMERICAN MUSEUM¹

ARTICLE ONE

Organization

1.1 The name of this Corporation shall be the International African American Museum, Inc. (“Corporation”). The Corporation may change its name by a vote of the majority of the Members.

1.2 The Corporation seal, if it chooses to have one, shall be in such form and bear such inscription as determined by the Board. The Board may change the form of the seal and the inscriptions by a majority vote of the Board.

1.3 The registered office shall be established and maintained at 113 Calhoun Street, Charleston, South Carolina, 29401, or at such other address as the Board of Directors may from time to time appoint.

ARTICLE TWO

Purposes

2.1 The nature of the business to be conducted and the purposes to be promoted by the Corporation are exclusively charitable, scientific, educational, literary and non-profit.

2.2 In furtherance of and not in limitation of the general powers conferred by the laws of the State of South Carolina and the activities and purposes herein set forth, it is expressly provided that the Corporation shall also have the following purposes: To serve as a cultural and educational institution dedicated to researching, presenting, preserving, and paying tribute to the African American experience as part of the heritage of the United States of America and South Carolina, with particular emphasis of that experience in the South Carolina Lowcountry.

- To construct and maintain the International African American Museum at Gadsden’s Wharf in Charleston, South Carolina.

These Amended and Restated By-Laws were approved by the affirmative vote of a majority of the Directors at the general meeting of the Board of Directors held on November 17th, 2017. They replace the By-laws adopted by the Board of Directors in 2014, which replaced those adopted by the incorporator in 2005.

- To acquire, by purchase, gift, devise, or otherwise, the title to, or the custody and control of, records, relics and other things of historic interest related to the history of African Americans and their contributions to American History.
- To foster, promote and stimulate public knowledge of and interest in African American History;
- To accept, hold, invest, reinvest, and administer any gifts, contributions, bequests, donations, devises, benefits of trust (but not act as trustee of any trust), without limitation as to amount or value, and to use, disburse, or donate the income or principal thereof exclusively for the charitable purposes set forth herein unless otherwise prescribed by the Donor of a contribution, in which case the Corporation shall comply with the restrictions and/or conditions established by the Donor;
- To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to invest, reinvest, deal with and expend any principal or the income thereof as may be necessary for the purposes of the Corporation, without and free from restrictions applicable to trustees or trust funds; to borrow and loan money and to make, accept, endorse, execute and issue promissory notes, or other obligations of the Corporation, and to secure the payment of any such obligations by mortgage or other lien upon, assignment of, or agreement in regard to, all or any part of the property of the Corporation whether now owned or hereafter acquired; to enter into, make, perform or carry out contracts with any person, firm or association; and to do any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in this certificate of the incorporation and not forbidden by the laws of the State of South Carolina.
- In general, to have all powers conferred upon a corporation by the laws of the State of South Carolina, except as prohibited in the certificate of incorporation or forbidden by these By-Laws.

ARTICLE THREE

Membership

3.1 **Membership.** The Corporation shall have the following classes of members: “Members,” “Charter Founders,” “Sustaining Members,” and “Contributing Members.”

(a) “Members” shall include each Director and any other person elected by a majority of the Board of Directors at any annual, regular or special meeting of the Board, provided that the notice of such meeting sets forth the names of the persons so proposed for membership. Directors shall be Members for as long as they are Directors. Members elected by the Board of Directors shall be Members for the term specified by the Board of Directors.

(b) “Charter Founders” shall be the title bestowed upon individuals and entities that make donations to the Corporation in the year prior to the opening of the International African

American Museum equal to or greater than the amount set by the Board of Directors. Charter Founders shall not be Members of the Corporation and shall have no rights of membership in the Corporation.

(c) “Sustaining Members” shall be the title bestowed upon individuals and entities for each year that such persons make donations to the Corporation in an amount equal to or greater than the amount set by the Board of Directors for Sustaining Members. Sustaining Members shall not be Members of the Corporation and shall have no rights of membership in the Corporation.

(d) “Contributing Members” shall be the title bestowed upon individuals and entities for each year that such persons make donations to the Corporation in an amount (less than the amount required to be a Sustaining Member but) equal to or greater than the amount set by the Board of Directors for Contributing Members. Contributing Members shall not be Members of the Corporation and shall have no rights of membership in the Corporation.

(e) The Board of Directors may establish other categories of membership that are not Members of the Corporation.

3.2 Resignation. A Member may resign at any time by delivering a written resignation to the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

3.3 Termination of Membership. Membership shall be terminated by death, resignation, expulsion, liquidation or dissolution. Membership of Directors shall terminate when the person ceases to be a Director.

3.4 Members shall have the voting rights specified in Article Four. Charter Founders, Sustaining Members, and Contributing Members, and other members shall have no voting rights.

ARTICLE FOUR

Meetings of Members

4.1 Place of Meeting. All meetings of the Members of the Corporation shall be held at the place, either within or outside the State of South Carolina, specified in the notice of the meeting.

4.2 Annual Meeting. The annual meeting of the Members of the Corporation for the election of Directors and for the transaction of such other business as may properly come before the meeting shall be held during the first quarter of the fiscal year of the Corporation, on the date and at the hour specified in the notice of the annual meeting.

4.3 Reports at Annual Meeting. A Director’s Report shall be presented at each annual meeting of the Members.

4.4 **Special Meetings.** Special meetings of the Members of the Corporation may be called at any time by the Chairman, President, or a majority of the Members of the Corporation, at such time and place as may be specified in the notice of the meeting.

4.5 **Notice of Meetings of Members.** Written notice of each annual or special meeting of the Members of the Corporation shall be mailed to each Member at his or her address as it appears on the records of the Corporation not less than ten or more than sixty days before the date of the meeting. Written notice shall declare the time, date and place of the meeting and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting and state the purpose or purposes for which the meeting is being called.

4.6 **Quorum.** One-third (1/3) of the Members entitled to vote shall constitute a quorum at a meeting of Members for the transaction of any business.

4.7 **Voting.** All matters shall be decided by the vote of a majority of the Members of the Corporation present in person or by proxy at the meeting.

4.8 **Proxies.** Attendance and voting at any meeting of the Members of the Corporation may be in person or by a Member acting a proxy for an absent Member. Every proxy must be executed in writing by the Member or by such Member's duly authorized attorney, but need not be witnessed. No proxy shall be valid after the expiration of three years from its date, unless the Member executing it shall have specified therein a longer duration.

ARTICLE FIVE

Directors

5.1 **Powers and Duties.** The business and affairs of the Corporation shall be governed and controlled and its powers exercised by the Board of Directors who shall be fiduciaries of the Corporation. The Board of Directors shall insure the financial well-being and sustainability of the Corporation and employ a President to serve as the Corporation's chief executive officer. The President shall serve at the pleasure of the Board of Directors and manage the affairs of the corporation under the policies and procedures established by the Board of Directors. The President shall serve as the Corporation's appointing authority for the Corporation's staff. The President shall be a nonvoting member of the Board of Directors.

5.2 **Qualification and Number of Directors.** Each Director shall be at least eighteen (18) years of age. The Board of Directors shall consist of a minimum of three (3) and a maximum of thirty-five (35) Directors.

5.3 **Election and Term of Office.** Each Director shall be elected by a majority of the Members at the annual meeting of the Members of the Corporation to serve for a term of three (3) years. The Board of Directors shall be divided into three (3) classes with the term of one of the three (3) classes expiring at each annual meeting of the Members. The three (3) classes of Directors shall

be as nearly equal in number as possible. Except as otherwise provided in Sections 5.4 and 5.5, each class of Directors shall serve the Corporation until such class' successors are elected and qualified at an annual meeting of the Members, with such successors serving the Corporation for a term expiring at the annual meeting of the Members held in the third year following the year of their election. The Governance/Nominating Committee shall, on an annual basis, review the members of each class at the end of its term and consider whether Directors should be re-nominated for another three-year term based on their participation and service as a Director. Failure to attend three (3) consecutive meetings of the Board of Directors shall be taken into consideration by the Nominating Committee in continuing as a Director. In selecting new Board members, the Nominating Committee shall select members based on their interest, experience and diversity.

5.4 Resignations. A Director may resign at any time by delivering a written resignation to the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

5.5 Removal. A Director may be removed at any time, with or without cause, by a vote of the majority of all the Members of the Corporation entitled to vote, provided either that the Corporation supplied the requisite two (2) weeks written notice regarding the proposed removal.

5.6 Newly Created Directorships and Vacancies. Whenever the number of Directors shall for any reason be less than the authorized number, the vacancies may be filled, for the unexpired term, by the Board of Directors.

5.7 Annual Meetings. The annual meetings of the Board of Directors for the election of the officers of the Corporation and for the transaction of such other business as may properly come before it shall be held at the same place as the annual meeting of the Members of the Corporation, and shall be held immediately following such meeting.

5.8 Regular Meetings. The Board of Directors shall meet at least four (4) times during each fiscal year of the Corporation at such time and place (which may be either within or outside the State of South Carolina) as may be specified in the notice of the meeting with the option for additional meetings as necessary. One of these three (3) meetings shall be the annual meeting of the Board of Directors. The Board may hold an executive session without management at any board meeting as prescribed by the S. C. Freedom of Information Act ("FOIA").

5.9 Special Meeting. Special meetings of the Board of Directors may be called at any time by the Chairman, President or by a majority of the Board of Directors at such time and place (which may be either within or outside the State of South Carolina as set forth in the notice of the meeting.

5.10 Notice of Meetings. Notice of each meeting of the Board of Directors shall be sent to each Director at his or her postal address or by facsimile or electronic mail, in each case to such

address or facsimile number or by personal delivery as is in the records of the Corporation at least three (3) days before the day on which the Regular meeting is to be held in the case of any regular meeting or at least 24 hours before the day on which a Special meeting is held.

5.11 Quorum. The presence of one-third (1/3) of all of the Directors at any meeting of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, except as may be expressly required by statute. In the absence of a quorum, no vote or action of the Board of Directors shall be taken; however, a majority of the Directors present at the appointed time and place of the meeting, or, if no Director is present, any officer of the Corporation in attendance may adjourn the meeting until such time, for a period not exceeding twenty (20) days, as a quorum shall be present for the rescheduled meeting. At any such rescheduled meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

5.12 Voting. At all meetings of the Board of Directors, except as otherwise expressly required by statute, all matters shall be decided by the vote of a majority of the Directors present at the meeting.

5.13 Committees. By resolution adopted by a majority of the entire Board, the Board of Directors may designate standing committees, each of which shall consist of one or more Directors, and each of which shall have all such powers and perform all such duties as may be expressly determined by the Board of Directors. Standing committees shall include the following:

Executive Committee

The Executive Committee shall consist of not less than the Chair of the Board of Directors, Chairs of the Audit, Finance, Compensation, Governance and Nominating, Programming and Institutional Advancement Committees of the Board of Directors and other such Directors as elected by the Board of Directors. The Secretary of the Board of Directors shall be the ex-officio Secretary of the Executive Committee.

The Executive Committee shall (i) administer, manage, and supervise the affairs of the Corporation between meetings of the Board of Directors, (ii) set the times, dates and places for its scheduled meetings between meetings of the Board of Directors, (iii) at the direction of the Board of Directors, assist the Board of Directors by exploring complex topics and making recommendations to the Board of Directors, (iv) meet as necessary to act on urgent issue(s) in the event the full Board is unable to meet and act on such urgent issue(s); provided the full Board shall have the right to ratify, amend, reject or revoke the action(s) taken by the Executive Committee, (v) notwithstanding the foregoing, report its actions at each Board meeting of any action it has taken since the last Board meeting so that the action(s) can be ratified, amended, rejected or revoked by the Board of Directors, and (v) perform other duties as may be assigned by the Board of Directors.

Minutes of the meetings of the Executive Committee shall be kept by the Secretary of the Board and mailed to each member of the Board promptly following each meeting. At each meeting of the Board of Directors, the Executive Committee shall report to the Board the proceedings and actions taken by it since the last meeting of the Board.

The Executive Committee shall, on a bi-annual basis review the mission of the Corporation and determine that it is being achieved.

Audit Committee

The purpose of the Audit Committee is to assist the Board of Directors of the International African American Museum (IAAM) in overseeing the accounting and financial reporting processes of the IAAM and audits of the financial statements of the IAAM, including:

- (a) The integrity of the Corporation's financial statements;
- (b) The Corporation's compliance with legal and regulatory requirements;
- (c) The independent public accountants' qualifications and independence;
- (d) The performance of the Corporation's internal financial control function and independent public accountants. **Membership:** The Audit Committee shall be comprised of three (3) or more Directors. All members of the Committee shall be Directors who meet the requirements for independence and knowledge for Audit Committee members. The members of the Committee shall be appointed by and serve at the discretion of the Board. The Chairperson of the Committee shall be appointed by the Board.

Specific Responsibilities and Duties: The Board delegates to the Audit Committee the express authority to do the following:

- (a) Independent Public Accountants: Be solely responsible for the appointment, compensation and oversight of the work of the independent public accountants for the purpose of preparing or issuing audited financial statements, audit reports or related work, and, where appropriate, terminate and replace the independent public accountants. Such independent public accountants shall report directly to and be ultimately accountable to the Committee.
- (b) Related Party Transactions. Review and approve all related party transactions and "Conflict of Interest" statements.
- (c) Financial Reporting. Review and discuss with IAAM management and the independent public accountants the Corporation's annual audited financial statements, any unusual or non-recurring items, the nature and substance of significant reserves, the adequacy of internal financial controls and other matters that the Committee deems material prior to the public release of such information.

(d) Policies of the Board of Directors. Serve as a conduit for, monitor and consult with IAAM management regarding the Board of Directors' Policies, including the Purchasing and Contracting Policy, Accounting Records and Internal Control Policy, Conflict of Interest Policy, Non-Monetary Gifts Policy, Records Retention Policy and Whistle Blower Policy.

Finance Committee

The responsibility of the Finance Committee is to exercise appropriate oversight with respect to the prudent investment of the Corporation's assets in accordance with the long- term objectives of the Corporation. In doing so, the Committee's responsibilities are to:

- (a) Establish broad guidelines for the investment of the Endowment's assets;
- (b) Determine or approve asset allocations to achieve the Endowment Fund's objectives;
- (c) Select and monitor the performance of professional investment managers;
- (d) Take corrective action when it becomes apparent that objectives and guidelines are not being met;
- (e) Prepare an Endowment's Investment Policy for approval by the Board of Directors that provides a general framework for the management and investment of the Endowment's assets. The Finance Committee, in turn is authorized to adopt specific investment objectives to help ensure that the Endowment's assets are managed in the best interests of the IAAM at an economical cost.

Compensation Committee

The Compensation Committee is responsible for setting executive officer compensation and for general oversight for the compensation and benefit programs for all IAAM employees. The Compensation Committee shall follow the Internal Revenue Service "Safe Harbor" provisions that consist of these prescribed procedural requirements when making the following compensation decisions:

- (a) Members of the Compensation Committee approving any compensation matter have no conflict of interest with respect to the matter;
- (b) The Compensation Committee obtains and relies on appropriate comparability or fair market value data;
- (c) The Compensation Committee adequately and contemporaneously documents the basis for its determination.

Governance and Nominating Committee

The Governance and Nominating Committee shall consist of five (5) members, one of whom shall be the Board Chair. The Committee is responsible for identifying and evaluating potential candidates for election to the Board of Directors and nominating qualified candidates for election to the Board. The Committee shall nominate Board officers for election. The Committee shall nominate candidates for election to the Emeritus Board by the Board of Directors. The Committee shall also annually assess the performance of Board Members and members of the Emeritus Board.

Institutional Advancement Committee

The Institutional Advancement Committee shall consist of five (5) members, one of whom shall be the President. The Institutional Advancement Committee shall collaborate with the IAAM Institutional Advancement staff in developing and implementing a strategy for the effective solicitation of unrestricted and restricted financial contributions from individuals, entities, foundations, corporations and governmental entities that support the advancement of the IAAM mission.

Communications Committee

The Communications Committee shall consist of five (5) members, one of whom shall be the President. All members do not have to be members of the Board of Directors. All non-Board members of the Committee, however, serve in an advisory capacity and are not eligible to vote. The Communications Committee shall collaborate with the IAAM Institutional Advancement and/or Communications staff in developing and implementing a strategic communications and marketing plan to promote the IAAM's mission and vision.

Programming Committee

The Programming Committee shall consist of five (5) members, one of whom shall be the President. All members do not have to be members of the Board of Directors. All non-Board members of the Committee, however, serve in an advisory capacity and are not eligible to vote. The Programming Committee shall collaborate with the IAAM staff in the identification of key strategic programming partnerships, as well as the development and implementation of a comprehensive museum programming plan.

5.14 Presence at Meeting by Telephone. Directors or members of any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other; provided that if a meeting is held in accordance with this Section, the Chairman of the Board or Chairman of such committee, as applicable, and an individual taking minutes of such meeting shall be physically present at the location where the Board or the

committee meeting is usually held and as set forth in the written notice provided to the public and the press in accordance with FOIA. Any meeting held in accordance with this Section shall meet all other requirements of FOIA. Participation by such means shall constitute presence in person at the meeting.

5.15 Emeritus Board. The Board of Directors may form an Emeritus Board, comprised of individuals appointed by the Board of Directors. Former Directors may serve on the Emeritus Board, but current Directors may not, except in a liaison capacity. Members of the Emeritus Board shall serve at the pleasure of the Board of Directors and shall have only such authority or obligations as the Board of Directors may determine from time to time, including being “foot soldiers” for the Board, assisting the Board with fund-raising for the Corporation, assisting the Board with public involvement and awareness and other duties as may be assigned by the Board. Members of the Emeritus Board may attend any and all general meetings of the Board of Directors, but shall not be entitled to vote at such meetings. Meetings of the Emeritus Board shall take place at a time and place to be determined by the Board of Directors. The purpose of the Emeritus Board shall be to provide counsel and advice to the Board of Directors with respect to any and all matters, including without limitation defining and achieving goals of the Corporation and fostering relationships with individuals, organizations and constituencies that may have goals, objectives or interests in common with those of IAAM. The Emeritus Board shall consist of individuals nominated by the Governance Nominating Committee of the Board of Directors and appointed by a majority vote of the entire Board of Directors. Emeritus Board Members shall serve at the pleasure of the Board of Directors. The Board of Directors retains the authority to amend, reject or revoke any action taken by the Emeritus Board Members. Emeritus Board Members may attend any and all Regular meetings of the Board of Directors, but shall not be entitled to vote at such meetings. The Emeritus Board may meet at any other time that the Emeritus Board Members deem appropriate. Minutes of the meetings of the Emeritus Board shall be taken in accordance with FOIA, shall be kept by an Emeritus Board Member and delivered to the Secretary of the Board of Directors. At each meeting of the Board of Directors, the Emeritus Board shall report to the Board of Directors of any proceedings and/or actions taken by it since the last meeting of the Board of Directors.

ARTICLE SIX

Officers

6.1 Officers and their Powers and Duties. The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer, and such other officers as the Board of Directors may determine. All officers shall be Directors who are entitled to vote on matters before the Board of Directors. All officers shall serve without compensation. These officers shall perform the duties prescribed by these By-Laws as follows:

(a) **Chair** – The Chair shall have all the powers and shall perform all the duties conventionally associated with the office including, but not limited to, chairing all Board

meetings, developing agendas for Board meetings, working to ensure Board participation, soliciting financial support in the form of grants and donations, managing the operations of the Corporation in accordance with policies established by the Board of Directors, assisting the Treasurer in dispersing and managing the funds which shall support the programs and activities of the Corporation and having a high level of commitment to the work of the Corporation.

The Chair shall serve as the president of the Corporation and the principal volunteer officer of the Corporation. He or shall represent the Corporation generally in the community. He or she may sign, with any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors, in having the authority to execute, has authorized to be executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, he or she shall perform all duties incident to the office Chair and such other duties as may be prescribed by the Board of Directors from time to time.

(b) **Vice Chair** – The Vice Chair shall assist the Chair in the duties of that office and shall perform all duties of the Chair during his or her absence or departure from office.

(c) **Secretary** – The Secretary shall keep a correct record of all the proceedings of the meetings of the Board of Directors, and if necessary, any committee meetings. He or she shall attend to the giving of notices, have custody of the corporate seal and records, and affix the seal to all instruments required to be executed under seal as authorized the Board of Directors. He or she shall perform such other duties as are incident to the office of Secretary, and shall have such other powers and duties as may be conferred upon him or her by the Board of Directors.

(d) **Treasurer** - The Treasurer shall have charge of all the moneys and securities belonging to the Corporation. He or she shall deposit said property in the name of the Corporation with such banks as the Board of Directors shall designate. He or she shall keep a record of all receipts and disbursements, and shall have charge of all records of the Corporation relating to its finances. He or she shall perform such other duties as are incident to the office of Treasurer, and shall have such other powers and duties as may be conferred upon him by the Board of Directors. He or she shall work with the Chair to develop an annual budget, as well as compile quarterly and year-end financial statements to be distributed to all members of the Board of Directors. The Treasurer shall assist with filing all required reports with the Internal Revenue Service, the state of South Carolina, and any financial institutions deemed necessary. The Treasurer shall assist with all compliance requirements associated with the maintenance of Section 501(c)(3) status of the Corporation. The Treasurer shall assist the Corporation's external auditor, as needed, to complete the external audit. The Treasurer may delegate the foregoing responsibilities to one or more persons with the approval of the Board of Directors; however, at all times, the Treasurer shall be responsible for the oversight of any such delegees.

6.2 **Election and Term of Office.** The officers shall be elected by the Board of Directors at its first meeting and thereafter at each annual meeting of the Board of Directors. Each officer shall continue in office until the close of the election of officers at the annual meeting of the Board of Directors following his election and until a successor shall have been elected and shall have qualified, or until the death, resignation or removal of such officer, whichever is sooner.

6.3 **Resignations.** An officer may resign at any time by delivering a written resignation to the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

6.4 **Removal.** An officer or agent may be removed at any time either for or without cause by the vote of a majority of the Directors then in office at any regular or special meeting of the Board of Directors.

6.5 **Vacancies.** A vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors.

ARTICLE SEVEN

Electronic Correspondence

7.1 Any notice to Members or Directors given by the Corporation shall be effective if given by a form of electronic transmission consented to by the Member or Director to whom the notice is given. Any such consent shall be revocable by the Member or Director by written notice to the Corporation. In general, electronic transmission includes facsimile telecommunication and electronic mail.

ARTICLE EIGHT

Corporate Finance

8.1 **Deposit of Funds.** All funds of the Corporation not otherwise employed shall be deposited in such banks or trust companies or with such bankers or other depositories as the Board of Directors from time to time may determine.

8.2 **Checks, etc.** All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as the Board of Directors from time to time shall determine.

8.3 **Contracts.** No contract may be entered into on behalf of the Corporation unless and except as authorized by the Board of Directors; any such authorization may be general or confined to specific instances. The Board of Directors may authorize any officer or officers, agent or agents, in the name and on behalf of the Corporation, to enter into or execute and deliver any and all deeds, bonds, mortgages, contracts and other obligations or instruments, and such authority may be general or confined to specific instances.

8.4 **Books.** The Directors shall keep the books of the Corporation within the State of South Carolina at such place or places as they may from time to time determine.

8.5 **Fiscal Year.** The fiscal year of the Corporation shall extend from January 1 to and including the following December 31.

ARTICLE NINE

Compensation of and Contracts with Members, Directors and Officers; Purchase, Sale, Mortgage or Lease of Real Property

9.1 **Compensation.** Any Member, Director, officer, or member of the Emeritus Board of the Corporation may receive reasonable compensation from the Corporation for services rendered to the Corporation when such compensation is authorized by a majority of the Board of Directors at any meeting at which a quorum is present.

9.2 **Contracts with Members, Directors and Officers.** No Member, Director, member of the Emeritus Board or officer of the Corporation shall have a financial interest, directly or indirectly, in any contract relating to operations conducted by it, nor in any contract for the furnishing of services or supplies to it, unless such contract shall be authorized by the Board of Directors and unless the fact of such interest shall have been disclosed or known to the Board of Directors at the meeting at which such contract is so authorized. Any interested Director shall recuse himself or herself from discussions with the Board of the Directors regarding any such contract and shall abstain from voting to approve any such contract.

9.3 **Required Vote for Purchase, Sale, Mortgage or Lease of Real Property.** No purchase, sale, mortgage or lease of real property shall be made by the Corporation except upon the affirmative vote of at least two-thirds of the members of the Board of Directors.

ARTICLE TEN

Amendments

10.1 The Certificate of Incorporation may be altered, amended, repealed or added to by an affirmative vote of no less than a majority of the Members of the Corporation.

10.2 These By-Laws may be altered, amended, repealed or supplemented by the affirmative vote of a majority of the Directors of the Board of Directors.

ARTICLE ELEVEN

Insurance

11.1 The Corporation shall carry insurance in amounts deemed sufficient by the Board of Directors to insure for liability for any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his Personal

Representative, is or was a Director, officer or Member, including a member of the Emeritus Board of the Corporation, or served any other corporation in any capacity at the request of the Corporation while he was such a Director, officer or member of the Emeritus Board in the manner prescribed by the General Corporation Law of South Carolina. The foregoing provisions of this Section 11.1 shall be deemed to be a contract between the Corporation and each Director, officer and member of the Emeritus Board of the Corporation who serves in such capacity at any time while this Section 11.1 and the relevant provisions of the General Corporation Law are in effect, and any repeal or modification of this Section 11.1 or such provisions of the General Corporation Law shall not affect any rights or obligations then existing as it relates to any action or proceeding brought or threatened based in whole or in part upon any such state of facts; provided, however, that the right of insurance provided in this Section 11.1 shall not be deemed exclusive of any other rights against third parties to which any Director, officer or member of the Emeritus Board of the Corporation may now be or hereafter become entitled apart from this Section 11.1.

ARTICLE TWELVE

Indemnification

12.1 To the fullest extent provided by law, as amended from time to time, the Corporation shall indemnify any Director or Officer of the Board against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a Director or Officer and shall advance to such person such reasonable expenses as are incurred by him or her in connection therewith.

ARTICLE THIRTEEN

Dissolution

13.1 The Corporation may be dissolved by a vote of a majority of the Directors then serving. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 assets not so disposed of shall be disposed of by the Court of Common Pleas of Charleston County.

Secretary

Dated