

AMENDMENTS TO THE BY-LAWS OF
THE SOUTH CAROLINA PLANNED GIVING COUNCIL
ADOPTED BY THE COUNCIL BOARD OF DIRECTORS
NOVEMBER 5, 2004

AMENDMENT #1

Delete the first sentence of ARTICLE III, Section A, ELECTION, and substitute in lieu thereof the following: "The Board shall elect from members of the Board a President, a President Elect, a Vice President (Programs), a Vice President (Membership), a Secretary and a Treasurer and may elect one or more additional Vice Presidents."

AMENDMENT #2

Reword the text of ARTICLE III, Section D, Vice President (Programs), to read: "The Vice President (Programs) shall plan and implement the programs of the Corporation and shall perform such other duties as the Board shall prescribe."

AMENDMENT #3

Add a new ARTICLE III, Section D, titled PRESIDENT-ELECT, and re-denominate the existing sections of ARTICLE III alphabetically to conform to the addition.

AMENDMENT #4

The new Section D of ARTICLE III shall read: PRESIDENT-ELECT: The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board shall prescribe.

AMENDMENT #5

Add at the end of the existing Article IV the following provisions:

D. EXECUTIVE COMMITTEE:

- 1) Designation: There may be an Executive Committee of two or more directors, if authorized by resolution of the Board.
- 2) Meetings: The Executive Committee may meet at stated times or upon written notice to all members of the Executive Committee.
- 3) Authority: During intervals between meetings of the Board, an except as limited by resolution of the Board or by law, the Executive Committee shall and may exercise all of the authority of the Board in the management of the Corporation.
- 4) Membership and Vacancies: The members of the Executive Committee shall at all times include the President of the Corporation, the President Elect, and the Vice President of the Corporation. The remaining members of the Executive Committee shall be appointed by the President of the Corporation and approved by the majority of all directors in office. Vacancies in the membership of the Executive Committee may but need not be filled by the Board at any regular meeting or at a special meeting called for that purpose. The membership of the Executive Committee may be changed or the Executive Committee may be dissolved by the Board at any annual meeting or by a special meeting called for that purpose.
- 5) Minutes: The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board when requested.

- E. STANDING AND SPECIAL COMMITTEES: The Board may authorize such standing and special committees as are necessary and proper to carry on the affairs of the Corporation. The resolution of creation must designate the authority of the Board which the committee may exercise, as well as any limitations thereon, and the functions that the committee shall discharge. Members of such standing committees as may be authorized shall be appointed by the President of the Corporation and approved by a majority of all the directors in office. Only directors of the Corporation may serve as voting members or the chairman of such special or standing committees as may be authorized.
- F. GOVERNING PROVISIONS: Meetings, action without meeting, telephone conferences, notice and waiver of notice, and quorum and voting requirements of the Board apply to committees, as well as the members of those committees.

AMENDMENT #6

Delete from Article V, Section C. Special Meetings the following: "A quorum of two-thirds (2/3) of the members of the Board then serving shall be required for any act of the Board at any special meeting of the Board."

AMENDMENT #7

Add to Article V the following new sections at the end of the existing Article V.

ARTICLE V

- E. Quorum: A quorum of the Board for the transaction of business at any regular, special meeting or telephonic conference shall consist of a majority of the directors then in office.
- F. Voting: At any regular or special meeting, each director is entitled to one (1) vote on any matter before the Board. A director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting, or unless he files his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or forwards such dissent by certified mail, return receipt requested, to the Secretary of the Corporation by the second business day after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
- G. Manner of Action: Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, the act of a majority of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board.
- H. Action Without Meeting: Any action required or permitted to be taken by the Board under any provision of law, the Articles of Incorporation, or these Bylaws may be taken without a meeting if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceeding of the Board, whether done before or after the

actions so taken. Such action by written consent shall have the same force and effect as a unanimous vote of the directors.

- I. Waiver of Notice: Whenever any notice is required to be given to any director or other person under the provisions of these Bylaws, the Articles of Incorporation, or by applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time such notice is due, shall be equivalent to the giving of such notice.

AMENDMENT #8

Add a new Article XI reading as follows:

ARTICLE XI – LIMITATIONS

- A. LEGISLATIVE AND POLITICAL ACTIVITY: No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.
- B. PROPERTY: The property, assets, profits, and net income of this Corporation are dedicated irrevocably to the purposes set forth in Article I above. No part of the profits or net earnings of this Corporation shall ever inure to the benefit of any of its members, directors, or officers, or to the benefit of any private individual.
- C. DISSOLUTION: Upon the dissolution and liquidation of the Corporation, the Board shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and education purposes, and which has established its tax-exempt status under §501(c)(3) of the Code or the corresponding provision of any subsequent federal tax laws, as selected by the Board.
- D. LIMITATIONS IN CASE OF PRIVATE FOUNDATION STATUS: At any time during which this Corporation shall be classified as a “private foundation” as that term is defined by §509 of the Code or the corresponding provision of any subsequent federal tax laws:
- (1) the Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code or the corresponding provision of any subsequent federal tax laws;
 - (2) the Corporation shall make distributions of such amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by §4942 of the Code or the corresponding provision of any subsequent federal tax laws;
 - (3) the Corporation shall not retain any excess business holdings as defined in §4943(c) of the Code or the corresponding provision of any subsequent federal tax laws;

- (4) the Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code or the corresponding provision of any subsequent federal tax laws; and
- (5) the Corporation shall not make any taxable expenditures as defined in §4945(d) of the Code or the corresponding provision of any subsequent federal tax laws.

E. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no member, director, officer, employee, or other representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken by either (i) an organization exempt under §501(c)(3) of the Code and the regulations thereunder, as they now exist or as they may hereafter be amended, or (ii) an organization, contributions to which are deductible under §170(c)(2) of the Code and the regulations thereunder, as they now exist or as they may hereafter be amended.