

SPARTANBURG JUNETEENTH, INC.

ARTICLE I - NAME, PURPOSE, OFFICE

Section 1: NAME: The name of the organization shall be **Spartanburg Juneteenth, Inc.**

Section 2: PURPOSE: **Spartanburg Juneteenth, Inc.** was formed to educate the Spartanburg Community about African American History primarily through an annual Juneteenth Celebration. Spartanburg Juneteenth, Inc. will do all things necessary or convenient not inconsistent with the law, to further this purpose.

The purpose of Spartanburg Juneteenth, Inc. is exclusively 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 (if any), trustees, Directors, Officers, or other private persons, except that Spartanburg Juneteenth, Inc. 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 Spartanburg Juneteenth, Inc. shall be the carrying on of propaganda, and Spartanburg Juneteenth, Inc. shall not otherwise attempt to influence legislation.

Spartanburg Juneteenth, Inc. shall not participate in, or intervene in, political campaigns on behalf of any candidate for public office. Spartanburg Juneteenth, Inc. 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. *[Every corporation incorporated under the Nonprofit Act has the purpose of engaging in any lawful activity unless it adopts a more limited purpose in its Articles. S.C. Code Ann. § 33-31-301(a) (2006). The corporation's articles may limit its purposes. S.C. Code Ann. § 33-31-202 (c)(1) (2006). A nonprofit corporation must limit its purposes to obtain and maintain its tax-exempt status. Comment No. 4 to S.C. Code Ann. § 33-31-202 (2006). The corporation's activities must be conducted to support its exempt purposes. Consequently, it is important for the corporation to keep its purposes in clear focus. The statement of the purpose in the bylaws must mirror the purpose statement in the Articles. These bylaws have only 501(c)(3) and 501(c)(6) provisions as options as these are commonly sought exemptions. Any type of exemption may be described in the purpose statement in the bylaws and articles.]*

Section 3: PRINCIPAL OFFICE: Spartanburg Juneteenth, Inc. shall maintain its Principal Office in the City of Spartanburg, South Carolina or such other place as designed from time to time by the Board of Directors for the principal executive offices of Spartanburg Juneteenth, Inc. The current Principal Office is located at 255 E. Hampton Ave, Spartanburg, SC 29306. *[The corporation must establish and maintain a principal office in its articles. S.C. Code Ann. § 33-31-202(a)(7) (2006).]*

Section 4: REGISTERED OFFICE: Spartanburg Juneteenth, Inc. shall maintain a Registered Office at a location in South Carolina designated by the Board of Directors from time to time. In the absence of a contrary designation by the Board of Directors, the Registered Office of Spartanburg Juneteenth, Inc. shall be located at its Principal Office. This address is the same address as the Registered Agent (Article I,

Section 6) below as required by law, to wit: 240 Magnolia Street, Spartanburg, SC 29306. *[The corporation must establish and maintain a registered office in its articles. S.C. Code Ann. § 33-31-202(a)(3) (2006).]*

Section 5: OTHER OFFICES: Spartanburg Juneteenth, Inc. may have such other offices within or without the State of South Carolina as the business of Spartanburg Juneteenth, Inc. 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 Spartanburg Juneteenth, Inc.'s Officers. *[The corporation may establish and maintain offices and conduct its activity within or without the State (of South Carolina). S.C. Code Ann. § 33-31-302(10) (2006).]*

Section 6: REGISTERED AGENT: Spartanburg Juneteenth, Inc. shall maintain a Registered Agent, as required by the Act, who shall have a business office at Spartanburg Juneteenth, Inc.'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 Spartanburg Juneteenth, Inc.'s Secretary. Spartanburg Juneteenth, Inc.'s current Registered Agent is Patrick Anderson, Esquire of Anderson, Moore, Bailey, and Nowell located at 240 Magnolia Street, Spartanburg, SC 29306. *[The corporation must establish and maintain a registered agent at the corporation's registered office. S.C. Code Ann. § 33-31-202 (a)(3) & 501 (2006).]*

Section 7: FILINGS: In the absence of directions from the Board of Directors to the contrary, the Secretary shall cause Spartanburg Juneteenth, Inc. 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. *[A corporation can be administratively dissolved if it does not notify the Secretary of State of changes in its registered agent or office. S.C. Code Ann. § 33-31-1420(a)(3) (2006). This provision serves as a reminder for the corporation to keep all filings complete and up-to-date.]*

ARTICLE II - BOARD OF DIRECTORS

Section 1: BOARD, AUTHORITY, SIZE, and COMPOSITION: The Board is responsible for overall policy and direction of Spartanburg Juneteenth, Inc. and delegates responsibility for day-to-day operations to Spartanburg Juneteenth, Inc.'s Executive Director and Board of Directors.

The Board has ultimate authority over the conduct and management of the business and affairs of Spartanburg Juneteenth, Inc. All Directors shall be natural persons. There will not be any general members, only a Board of Directors.

Size: The number of Directors may be increased or decreased from time to time by the Board of Directors. The number of Directors may not be less than three (3). Each Director will serve four (4) year terms and may be re-elected for subsequent terms. *[The Nonprofit Act requires that there be no fewer than three (3) directors. S.C. Code Ann. § 33-31-803 (2006). The number of directors may be increased or decreased (not fewer than three (3)) as described in the bylaws or Articles. Id.]*

Section 2: ELECTED DIRECTORS and TENURE: Directors shall be elected by the Board of Directors. Each Director shall hold office from the date of such Director's election and qualification until such Director's successor shall have been duly elected and qualified, or until such Director's earlier removal,

resignation, death, or incapacity. Any elections of Directors shall be held at the annual meeting of the Corporation's Directors. The term of a Director may not exceed four (4) years. A Director may be elected for successive terms. *[The directors may be elected, appointed or designated or any combination thereof. S.C. Code Ann. § 33-31-804 (2006). A single term of an elected director may not exceed five (5) years. S.C. Code Ann. § 33-31-805(a) (2006). A description of the Nonprofit Act's treatment of the term of any director is set forth in S.C. Code Ann. § 33-31-805 (2006).]*

Section 3: 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. *[A director may resign at any time by delivering notice of resignation in accordance with S.C. Code Ann. § 33-31-807 (2006).]*

Section 4: REMOVAL OF DIRECTORS: Any Director may be removed from office for just cause by a two-thirds (2/3) majority vote of the Directors then in office. First, there must be a two-thirds (2/3) majority vote by way of a motion to send a Letter or Email of Removal of the Board Member for "just cause." Second, the Board Member will be given thirty (30) days to respond to the Board's Letter or Email of Removal. Third, there must be a two-thirds (2/3) majority vote to remove the officer for "just cause" after the officer's response period has expired. *[An elected director may be removed from office. S.C. Code Ann. § 33-31-808 (2006). An appointed or designated director may be removed from office. S.C. Code Ann. § 33-31-809 (2006).]*

Section 5: VACANCIES: The Board of Directors may by two-thirds (2/3) majority vote of the Directors then in office, regardless of whether such Directors constitute a quorum, elect a new Director to fill a vacancy on the Board of Directors; 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 6: ANNUAL and REGULAR MEETINGS: An annual meeting of the Board of Directors shall be called and held for the purpose of appointing Directors, annual organization, changes in the established number of Directors, if any, appointment of Officers and committees, and transaction of any other business. An annual meeting of the Board of Directors shall be held at such time and place as may be specified in the notice of the meeting. The Board of Directors may by resolution provide for the holding of additional regular meetings without notice other than such resolution; provided, however, the resolution shall fix the dates, times, and places (which may be anywhere within or without the State of the Corporation's Principal Office) for these regular meetings. Except as otherwise provided by law, any business may be transacted at any annual or regular meeting of the Board of Directors. *[Regular meetings of directors are described at S.C. Code Ann. § 33-31-820. Call and notice of regular meetings is described at S.C. Code Ann. § 33-31-822.]*

SECTION 7: SPECIAL MEETINGS and NOTICE OF SPECIAL MEETINGS: Special meetings of the Board of Directors may be called for any lawful purpose or purposes by the President, the presiding Officer of the Board of Directors, or at least twenty percent (20%) of the Directors then in office. The person calling a special meeting shall give, or cause to be given, to each Director at his 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:

When received;

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

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

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 notice is given by telecopier facsimile transmission, the notice shall be deemed delivered when the facsimile of the notice is transmitted to a telecopier facsimile receipt number designated by the receiving Director, if any, so long as such Director transmits to the sender an acknowledgment of receipt. If the 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, if any, so long as such Director transmits to the sender an acknowledgement of receipt. 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. *[Special meetings of directors are described at S.C. Code Ann. § 33-31-820. Call and notice of meetings of the directors is described at S.C. Code Ann. § 33-31-822. The safe harbors for when written notice is effective is at § 33-31-141.]*

Actions Requiring Special Notice. Meetings at which the following actions are to be considered shall require not less than seven (7) days prior effective written notice: (i) removal of a Director; (ii) a transaction involving a Director conflict of interest; (iii) indemnification of Officers, employees and agents; (iv) amendment of the Articles of Incorporation (the "Articles"); (v) amendment of these Bylaws; (vi) merger; (vii) sale of assets other than in the regular course of activities; and (viii) dissolution. *[The meetings at which extraordinary actions are to take place are subject to special notice requirements. S.C. Code Ann. § 33-31-822(c) (2006).]*

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. *[The requirements for a director to waive notice of a meeting are described at S.C. Code Ann. § 33-31-823.]*

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. *[So long as all parties can hear each other simultaneously during the meeting, any form of telecommunication to conduct meetings may be used. See S.C. Code Ann. § 33-31-820(c) (2006). Id. at (a).]*

Quorum. A two-thirds (2/3) 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. *[Quorum provisions are described at S.C. Code Ann. § 33-31-824. The articles and bylaws may not authorize a quorum of fewer than the greater of one-third (1/3) the number of directors in office or two (2) directors.]*

Action. The Board of Directors shall take action pursuant to resolutions adopted by the affirmative vote of a majority of the Directors participating in a meeting at which a quorum is present, or the affirmative vote of a greater number of Directors where required by the Articles, these Bylaws, the Act, or otherwise by law. *[The affirmative vote of a majority of directors at a meeting at which a quorum is present is an act of the board of directors unless otherwise stipulated in the articles, bylaws or Act. S.C. Code Ann. § 33-31-824(b) (2006).]*

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. *[The directors may take action without a meeting with the written consent of all the directors. S.C. Code Ann. § 33-31-821 (2006).]*

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 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. *[This provision provides that the assent of a director present at a meeting is presumed under the circumstances set forth in S.C. Code Ann. § 33-31-824 (2006).]*

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 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 chairman. A committee may not authorize distributions; approve or recommend 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. *[This provision describes the parameters for creating committees of the board of directors and limitations in the actions a committee can take. S.C. Code Ann. § 33-31-825 (2006).]*

Committee Meetings. A majority of each committee's voting members shall constitute a quorum for the transaction of business by the committee, and each committee shall take action pursuant to resolutions adopted by a majority of the committee's voting members participating in a meeting at which a quorum of the committee is present. Each committee may also take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by 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. *[This provision outlines the parameters for committee meetings. S.C. Code Ann. § 33-31-825(c) (2006).]*

SECTION 8: DIRECTOR CONFLICT OF INTEREST: (a) A conflict of interest transaction is a transaction with Spartanburg Juneteenth, Inc. in which a Director has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director if the transaction was fair to Spartanburg Juneteenth, Inc. at the time it was entered into or is approved as provided in subsections (b).

(b) A transaction in which a Director has a conflict of interest may be:

(1) authorized, approved, or ratified by the vote of the Board of Directors or a committee of the Board if: (i) the material facts of the transaction and the Director's interest are disclosed or known to the Board or committee of the Board; and (ii) the Directors approving the transaction in good faith reasonably believe that the transaction is fair to the corporation; or

(2) approved before or after it is consummated by obtaining approval of the: (i) Attorney General; or (ii) the circuit court for Richland County in an action in which the Attorney General is joined as a party; or

(c) For purposes of this section, a Director of the corporation has an indirect interest in a

transaction if: (1) another entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction; or (2) another entity of which the Director is a director, officer, or trustee is a party to the transaction.

(d) For purposes of subsections (b) and (c) a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board or on the committee who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this section by a single Director. If a majority of the Directors on the Board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsections (b)(1) or (c)(1) if the transaction is otherwise approved as provided in subsection (b) or (c).

(e) For purposes of subsection (c)(2), a conflict of interest transaction is authorized, approved, or ratified by the members if it receives a majority of the votes entitled to be counted under this subsection. Votes cast by or voted under the control of a Director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in subsection (d)(1), may not be counted in a vote of members to determine whether to authorize, approve, or ratify a conflict of interest transaction under subsection (c)(2). The vote of these members, however, is counted in determining whether the transaction is approved under other sections of this chapter. A majority of the voting power, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section.

(f) The articles, bylaws, or a resolution of the Board may impose additional requirements on conflict of interest transactions.

SECTION 9: COMPENSATION: Directors shall not receive compensation for serving as a member of the Corporation's Board of Directors. *[This provision provides options concerning whether the directors are to receive compensation. S.C. Code Ann. § 33-31-812 (2006). Certain statutory protections may not be available if a director is compensated above a certain level.]*

SECTION 10: ORDER OF BUSINESS: Unless otherwise determined by the President, the order of business at the annual meeting, and so far as practicable at all other meetings of the Board of Directors, shall be as follows:

1. Determination of a quorum
2. Reading and disposal of all unapproved minutes
3. Reports of Officers and committees, if applicable

4. Change in established number of Directors, if applicable
5. Appointment of Officers and committees, if applicable
6. Unfinished business, if applicable
7. New business
8. Adjournment

[This provision describes a practical method to conduct the meetings of the directors. The Nonprofit Act does not directly regulate the conduct of meetings.]

Unless, and to the extent, determined by the Board of Directors or the chairman 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. *[The Nonprofit Act does not require use of parliamentary procedure.]*

ARTICLE III - OFFICERS

Section 1: In General: The Officers of Spartanburg Juneteenth, Inc. shall consist of a President/Executive Director, Secretary, and Financial Secretary and may also include one or more Vice Presidents, and such additional vice presidents, assistant secretaries, assistant financial secretaries and other Officers and agents as the Board of Directors deems advisable from time to time. The Secretary and Financial Secretary may serve as a hybrid position.

All Officers shall be appointed by the Board of Directors to serve at the pleasure of the Board. 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 for the unexpired term. One person may hold two or more offices Each Officer shall exercise the authority and perform the duties as may be set forth in these Bylaws and any additional authority and duties as the Board of Directors shall determine from time to time. *[A corporation must have a president, secretary and a treasurer who are appointed by the board. S.C. Code Ann. § 33-31-840(a) (2006). One person may hold more than one office. S.C. Code Ann. § 33-31-840(c) (2006). The duties of the officers are set forth in the bylaws or in resolutions of the board of directors. S.C. Code Ann. § 33-31-841 (2006). The board may remove an officer at any time. S.C. Code Ann. § 33-31-843(b) (2006).]*

President/Executive Director. The President shall be the Chief Executive Officer of Spartanburg Juneteenth, Inc. and, subject to the authority of the Board of Directors, shall manage the business and affairs of Spartanburg Juneteenth, Inc. The President shall whenever possible preside at all meetings of the Board of Directors, unless a Chairman of the Board is elected and is assigned one or both of such duties by these Bylaws or by action of the Board of Directors. The President shall see that the resolutions of the Board of Directors and authorized committees thereof are put into effect. Except as otherwise provided herein and as

may be specifically limited by resolution of the Board of Directors or an authorized committee thereof, the President shall have full authority to execute on Spartanburg Juneteenth, Inc.'s behalf any and all contracts, agreements, notes, bonds, deeds, mortgages, certificates, instruments, and other documents. 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. The President of Spartanburg Juneteenth, Inc. is Monier Abusaft. *[The duties of the officers may be set forth in the bylaws. S.C. Code Ann. § 33-31-841 (2006).]*

Vice Presidents. Except as otherwise determined by the Board of Directors, each Vice President shall serve under the direction of the President. Except as otherwise provided herein, each 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. In the absence, incapacity, or inability or refusal of the President to act, the most senior Vice President shall assume the authority and perform the duties of the President. If the Board of Directors appoints more than one Vice President, the seniority of the Vice Presidents shall be determined from their dates of appointment unless the Board of Directors shall otherwise specify. Designation of a "Senior" or "Executive" vice president by the Board of Directors, shall be an indication of seniority. *[The duties of the officers may be set forth in the bylaws. S.C. Code Ann. § 33-31-841 (2006).]*

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 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 Board of Directors (or by any committee of the Board in place of the Board) in a book or books (or similar collection) to be kept for such purpose. The Secretary shall upon proper request give, or cause to be given, all notices in connection with such meetings. The Secretary shall be the custodian of the Corporate seal and affix the seal to any document requiring it, and to attest thereto by signature. The Secretary may delegate the Secretary's authority to affix the Corporation's seal and attest thereto by signature to any Assistant Secretary. The Board of Directors may give general authority to any other Officer or specified agent to affix the Corporation's seal and to attest thereto by signature. Unless otherwise required by law, the affixing of the Corporation's seal shall not be required to bind the Corporation under any documents duly executed by the Corporation and the use of the seal shall be at the discretion of the Corporation's duly authorized signing Officers. 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, 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. *[The duties of the officers may be set forth in the bylaws. S.C. Code Ann. § 33-31-841 (2006). An*

officer shall be delegated the responsibility of preparing minutes of meetings and authenticating records of the corporation. S.C. Code Ann. § 33-31-840(b) (2006).]

Financial Secretary/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 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 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. When the Secretary and Financial Secretary as serving as a hybrid as referenced in Section 10, all powers of responsibilities in this clause will apply along with the duties of the Secretary. *[The duties of the officers may be set forth in the bylaws. S.C. Code Ann. § 33-31-841 (2006).]*

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. *[The duties of the officers may be set forth in the bylaws. S.C. Code Ann. § 33-31-841 (2006).]*

ARTICLE IV - INDEMNIFICATION

Section 1: SCOPE: Spartanburg Juneteenth, Inc. shall indemnify, defend and hold harmless its Officers and Directors to the fullest extent permitted by, and in accordance with the Act. This plan of indemnification shall constitute a binding agreement of Spartanburg Juneteenth, Inc. for the benefit of the Officers and Directors as consideration for their services to Spartanburg Juneteenth, Inc. and may be modified or terminated by the Board of Directors only prospectively. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, insurance, provision of law, or otherwise, as well as their rights under this Article IV. *[A corporation must indemnify its directors, and officers in accordance with the Act. S.C. Code Ann. § 33-31-850 through 858 (2006).]*

Indemnification Plan. The Board of Directors may from time to time adopt an Indemnification Plan implementing the rights granted in this Article. This Indemnification Plan shall set forth in detail the mechanics of how the indemnification rights granted in Article IV shall be exercised.

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. *[A corporation may purchase director and officer insurance coverage to protect its directors, officers, employees or agents. S.C. Code Ann. § 33-31-857 (2006).]*

ARTICLE V – REIMBURSEMENT, EXPENDITURES, TRANSACTIONS

Section 1: REIMBURSEMENT: From time to time Board Members will make purchases on behalf of Spartanburg Juneteenth, Inc. Board Members will be fully reimbursed upon submission of a merchant/vendor receipt. If no receipt, then a cap of fifty dollars (\$50) will be reimbursed. Should a Board Member make a cash transaction on behalf of Spartanburg Juneteenth, Inc., he or she must notify a Board Member or Financial Secretary or Treasurer of this expenditure within seven (7) days of the transaction. Reimbursements for cash transactions cannot exceed one hundred and fifty dollars (\$150) for any thirty (30) day period.

Section 2: EXPENDITURES: Between meetings expenditures may come up from time to time. These expenditures can be made by the Executive Director but the Board must be notified within thirty (30) days of that expenditure; therefore, the Executive Director may issue checks and invoice Spartanburg Juneteenth, Inc. within thirty (30) days.

Section 3: TRANSACTIONS

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 Spartanburg Juneteenth, Inc. and such authority may be general or confined to specific instances. *[The corporation should, by resolution, authorize the officers of the corporation who can execute contracts and bind the corporation. S.C. Code Ann. § 33-31-302 (2006).]*

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 and on behalf of Spartanburg Juneteenth, Inc. and such authority may be general or confined to specific instances. *[The corporation should, by resolution, authorize the officers of the corporation who can execute contracts and bind the corporation. S.C. Code Ann. § 33-31-302 (2006). A corporation is extremely limited and in most cases prohibited from making loans to its officers and directors. S.C. Code Ann. § 33-31-832 (2006).]*

Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of Spartanburg Juneteenth, Inc., shall be signed by such Officer or Officers, agent or agents of Spartanburg Juneteenth, Inc. 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 President, Financial Secretary, or another Officer on the Board of Directors. *[The corporation should, by resolution, identify those officers who are authorized to sign checks for the*

corporation. Many corporations require the signature of two (2) officers as a “check and balance.” The Nonprofit Act does not directly address check writing.]

Deposits. All funds of Spartanburg Juneteenth, Inc. shall be deposited from time to time to the credit of Spartanburg Juneteenth, Inc. in such banks, trust companies or other depositories as the Board of Directors may select. Spartanburg Juneteenth, Inc. currently maintains this account at BB&T. *[The Nonprofit Act does not address making deposits in financial accounts.]*

Gifts. The Board of Directors may accept on behalf of Spartanburg Juneteenth, Inc. on any contribution, gift, bequest or devise for the general purposes or for any special purpose of Spartanburg Juneteenth, Inc. *[The corporation may accept gifts, bequests, and devises. S.C. Code Ann. § 33-31-302(14) (2006).]*

ARTICLE VI - RECORDS

Section 1: FORMS of RECORDS: When consistent with good business practices, any records of Spartanburg Juneteenth, Inc. 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. *[The Nonprofit Act allows the corporation to maintain its records in any format so long as it can be reproduced in written form in a reasonable time. S.C. Code Ann. § 33-31-1601(d) (2006).]*

Section 2: CORPORATE RECORDS: Spartanburg Juneteenth, Inc. shall keep as permanent written records a copy of the minutes of all meetings of its Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. Spartanburg Juneteenth, Inc. shall maintain appropriate accounting records and whenever practicable must use financial professionals to maintain appropriate financial records. Spartanburg Juneteenth, Inc. or its agent shall maintain a record of the name and address, in alphabetical order, of each Director. Spartanburg Juneteenth, Inc. 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. a list of the names and business or home address of its current Directors and Officers; and
4. Spartanburg Juneteenth, Inc.’s most recent report of each type required to be filed by the Corporation with the South Carolina Secretary of State.

[The Nonprofit Act requires the corporation to maintain the foregoing list of documents at its principal office. S.C. Code Ann. § 33-31-1601(e) (2006).]

ARTICLE VII - MISCELLANEOUS

Section 1: FISCAL YEAR: The fiscal year of Spartanburg Juneteenth, Inc. shall be established, and may be altered, by resolution of the Board of Directors from time to time as the Board deems advisable. Spartanburg Juneteenth, Inc.’s fiscal year is January 1st through December 31st. *[The Nonprofit Act does not*

direct a corporation to identify its fiscal year. It does, however, make reference to the corporation's fiscal year in various provisions. For example, the Official Comments to S.C. Code Ann. § 33-31-206 state that corporations often set the corporation's fiscal year in the bylaws.]

Section 2: SEAL: Should Spartanburg Juneteenth, Inc. use a seal, the seal of the Corporation shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, State of South Carolina." *[A corporation may have a corporate seal. S.C. Code Ann. § 33-31-302(2) (2006).]*

Section 3: AMENDMENTS: Subject to the Act and the Articles, these Bylaws and the Articles may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors then in office; provided that the notice of such meeting at which the Bylaws or Articles are to be altered, amended, or repealed and new Bylaws or Articles may be adopted is in accordance with Article II Section 6 and 7 hereof and that such notice shall state that the purpose or one of the purposes of the meeting is to consider an amendment to the Bylaws or Articles and shall be accompanied by a copy or summary of the proposed change or state the general nature of the change.

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. *[This is a savings provision that allows the corporation to sever any bylaw provision that is found to be invalid or unenforceable. The remaining bylaws are not affected. S.C. Code Ann. § 33-31-1704 (2006).]*

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. *[This is a provision that helps the reader interpret the remainder of the bylaws. It is not required by the Nonprofit Act.]*

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. *[This provision prioritizes the Nonprofit Act, the articles and the bylaws in order of power. This assists the corporation in determining which document controls in the event of inconsistency. It is not required by the Nonprofit Act.]*

The foregoing are certified to be the true and complete Bylaws of Spartanburg Juneteenth, Inc. as adopted by the Board of Director as of this _____ day of _____, 20 _____.

SIGNATURES of 2017 Board of Directors

Monier Abusoft, Executive Director

Date

Brenda Lee Pryce, Director

Date

Brittany Scott, Secretary/Financial Secretary, Director

Date