

**AMENDED AND RESTATED BYLAWS
OF
CAMP SERTOMA OF SOUTH CAROLINA, INC.,
A South Carolina corporation**

PREAMBLE:

Camp Sertoma of South Carolina, Inc. (the "Corporation") is an eleemosynary corporation formed by the filing of its Declaration and Petition for Incorporation with the South Carolina Secretary of State on December 19, 1984, and the filing of its Application for Amendment of Eleemosynary Charter with the South Carolina Secretary of State on November 12, 1985. The existing Bylaws of the Corporation, as adopted by its Trustees, contain various provisions that do not reflect the recently-enacted reorganization of the Sertoma Districts that presently include all Sertoma Clubs in the State of South Carolina into a single Sertoma district now known as the Palmetto District. The Trustees of the Corporation have determined that the reorganization of such Sertoma Districts into the Palmetto District necessitates the amendment to various provisions of the existing Bylaws of the Corporation. Accordingly, the Corporation, by and through its Trustees, hereby amends, restates, and republishes the following Bylaws of the Corporation and declares that these Amended and Restated Bylaws shall amend, restate, supersede and replace any and all bylaws of the Corporation heretofore in effect.

ARTICLE I
NAME AND LOCATIONS

Section 1. Name. The name of the Corporation is Camp Sertoma of South Carolina, Inc.

Section 2. Nonprofit Public Benefit Corporation. The Corporation is organized and operated as a nonprofit public benefit corporation under the applicable provisions of South Carolina law.

Section 3. Charitable Purposes. The Corporation is a voluntary association of organizations, the purposes of which as set forth in its Articles of Incorporation and the filed Amendment to its Articles of Incorporation, are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law. Consistent therewith, the Corporation shall maintain and operate, as a statewide sponsorship of all of the Sertoma Clubs located in the State of South Carolina, as well as a sponsorship of all other Sertoma Clubs that are located within the Palmetto District of the Atlantic Coast Region of Sertoma, Inc., a summer camp on the campus of Clemson University whose purpose shall be to meet the special needs of underprivileged children, children with speech and hearing impairments, and children with other special needs. In furtherance of such purposes, the Corporation shall have the full power and authority:

- (a) To own, operate, lease, and/or manage, directly or indirectly, real property and other assets;
- (b) To acquire or receive from any person or organization, by gift, deed, purchase, bequest, devise, appointment, or otherwise, cash, securities, and other property, tangible

and intangible, real or personal, and to hold, administer, manage, invest, reinvest, or disburse the principal and income thereof solely for the charitable purposes hereof;

(c) To distribute property for such charitable purposes in accordance with the terms of gifts, bequests, or devises to the Corporation not inconsistent with its charitable purposes.

(d) To perform all other acts necessary or incidental to the foregoing purposes and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined related functions as may be necessary or desirable to further such purposes. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income taxation under IRC Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law. In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt from Federal income taxation as organizations described in IRC Sections 501(c)(3) and 107(c)(2), or the corresponding provision of any future United States Internal Revenue law, or to the federal, state or local government for exclusively public purposes.

Section 4. Location. The address of the Corporation's principal office shall be designated by the Chairman.

ARTICLE II DEFINITIONS

Section 1. "Camp Sertoma" shall mean and refer to the sub-camp located within the recreationally oriented outdoor experimental and training laboratory contained within approximately 500 acres of the Clemson University forest lands along Lake Hartwell in Pickens County that is used during summer months for the operation of a summer camp by the Corporation to meet the special needs of underprivileged children, children with speech and hearing impairments, and children with other special needs, with such uses, functions, and programs as shall be agreed upon from time to time by the Corporation and Clemson University.

Section 2. "Members" shall mean and refer, collectively, to all Sertoma Clubs that are now or may hereafter be located in the State of South Carolina, together with all other Sertoma Clubs that are now or may hereafter be located within the Palmetto District, so long as such Sertoma Clubs are in good standing with Sertoma, Inc., the Region, and the District.

Section 3. "Regional Director" shall mean and refer to the Regional Director of Sertoma, Inc. for the Region who has been or may hereafter be properly elected pursuant to the Constitution, Bylaws or other governance documents for Sertoma, Inc. and for the Region.

Section 4. "Area Trustee" means a Trustee for a geographical "area" of the District defined in Exhibit "A" to these Bylaws, as Exhibit "A" may be amended and re-defined from time to time by the Board.

Section 5. "District Governor" shall mean and refer to the Governor for the District who has been or may hereafter be elected pursuant to the Constitution, Bylaws, or other governance documents for Sertoma, Inc., the Region, and the District.

Section 6. "Sertoma, Inc." shall mean and refer to the governing body of all Sertoma Clubs in the world.

Section 7. "Board of Trustees" shall mean and refer to the governing body of the Corporation, as shall be elected in the manner set forth in these Bylaws.

Section 8. "Region" shall mean and refer to the Atlantic Coast Region of Sertoma, Inc., or any successor region of Sertoma, Inc. to which all of the Sertoma Clubs located in the State of South Carolina and in the District shall belong.

Section 9. "District" shall mean and refer to the Palmetto District of the Region, which Palmetto District is comprised of all of the former Sertoma Districts that encompassed the State of South Carolina, as well as certain nearby locations.

ARTICLE III
MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. Membership in the Corporation shall consist of each Sertoma Club organized and located in the State of South Carolina and each additional Sertoma Club that is organized and located in the District, each of which at any pertinent time shall be in good standing with Sertoma, Inc., the Region, and the District, and any Sertoma Club that may hereafter be organized and located in the State of South Carolina and any additional Sertoma Club that may hereafter be organized and located in the District, each of which at any pertinent time shall be in good standing with Sertoma, Inc., the Region, and the District. Each individual Member club, regardless of how organized or existing or the size of its membership, shall have one membership and one vote in the Corporation.

Section 2. Voting Rights. The Corporation shall have one class of voting membership which shall consist of all Members. Each Member shall be entitled to one vote on all matters properly before the Membership for a vote.

Section 3. Suspension of Membership and Voting Rights. During any period in which any Sertoma club shall not be in good standing with Sertoma, Inc., the Region, and/or the District, the voting rights and the rights to participate in the purposes, activities and functions of Camp Sertoma, if any, of such Member may be suspended by the Board of Trustees for a period of time to be determined by the Board of Trustees. The voting rights of a Member and the rights of a Member to participate in the purposes, activities and functions of Camp Sertoma, if any, may also be suspended by the Board of Trustees for a period of time to be determined by the Board of Trustees for violations by such Member of any Camp Sertoma rules, regulations, policies or procedures which may be enacted by the Board of Trustees from time to time.

ARTICLE IV
PROPERTY RIGHTS:
MEMBER RIGHTS OF ENJOYMENT

Section 1. Property Rights. Each Member shall have a right of access to and use of the facilities of Camp Sertoma for all purposes consistent with the purposes, functions and activities of Camp Sertoma, which rights may be exercisable by the club members of such Member and their guests, but which shall in all events be subject to such rules, regulations, policies, procedures, limitations, fees and charges as the Board of Trustees and/or Clemson University may implement from time to time. Individual club members and their guests may be required to obtain prior written approval and/or register their use of the Camp Sertoma facilities in a manner and at a place as the Board of Trustees and Clemson University may from time to time provide.

ARTICLE V
BOARD OF TRUSTEES
SELECTION; TERM OF OFFICE; REMOVAL; VACANCY

Section 1. Number and Composition. The Board of Trustees shall consist of and be composed of the following persons:

- (a) A Chairman, a Co-Chairman (who will act as Secretary), and a Treasurer (collectively, the "Officers"), each of whom shall be elected at the Annual Meeting of the Members, which shall be conducted at the annual Regional Convention. The Officers will not be eligible to serve as Area Trustees hereunder, and no Officer shall hold more than one (1) Office. Each Officer shall be required to be a member in good standing of a Sertoma Club organized and located in the District which itself shall be in good standing with Sertoma, Inc., the Region, and the District. The Officers shall each serve as Trustees for a term of one (1) year each and thereafter until his or her successor has been elected, or until his or her earlier death, resignation, retirement, disqualification, or removal. Each Officer may stand for re-election as Trustee hereunder, and there shall be no limitation on the number of successive terms of office for which an Officer may be re-elected and serve.
- (b) One Area Trustee for each "Area" within the District, who shall be elected by the Members of each "Area" in attendance at each annual Regional Convention. An Area Trustee must be an active member in good standing of a Sertoma Club that is in good standing with Sertoma, Inc., the Region, the District, and the "Area" from which such Area Trustee is elected. Subject only to the provisions of Section 4 of this Article V, each Area Trustee shall serve for a term of three (3) years and thereafter until his or her successor has been elected, or until his or her earlier death, resignation, retirement, disqualification, or removal. Each Area Trustee may stand for re-election, and there shall be no limitation on the number of successive terms of office for which an Area Trustee may be re-elected and serve.
- (c) The Regional Director for the Region, who shall serve as a Trustee until a successor Regional Director shall be elected and shall have taken office, or until his or her earlier death, resignation, retirement, disqualification, or removal.
- (d) One Trustee appointed by Clemson University, who shall be the Director of the Clemson University Outdoor Laboratory or such Director's designee, and who shall serve at the pleasure of Clemson University.

- (e) The District Governor, who shall serve as a Trustee until a successor District Governor shall be elected, or until his or her earlier death, resignation, retirement, disqualification, or removal.
- (f) One or more Emeritus Trustees as determined from time to time by the Board of Trustees, each of whom shall serve in a non-voting capacity for such term as the Board may from time to time specify.

Section 2. Removal; Vacancies. Any Officer and any Area Trustee may be removed from the Board of Trustees with or without cause, at any regular, special, or annual meeting of the Board of Trustees by the affirmative vote of a majority of the Trustees in attendance at such a duly called meeting at which a quorum is present; provided, that notice of intention to act upon such matters shall have been given in the notice calling such meeting. A removed Officer's or Area Trustee's successor may be elected at the same meeting to serve the unexpired term of the removed Officer or Area Trustee. In the event of the death, resignation, or retirement of an Officer or an Area Trustee, a qualified successor Officer or Area Trustee may be appointed by the Board of Trustees to serve out the unexpired term of his or her predecessor.

Section 3. Compensation. No Trustee or Officer shall receive compensation for any services rendered to the Corporation; except that Officers and Trustees may be reimbursed by the Corporation for actual expenses incurred in the performance of their duties. The Corporation shall keep and maintain in effect errors, omissions, and general liability insurance in such amounts as the Board of Trustees may from time to time determine, which insurance shall include a duty for the insurer to defend any suit brought against the Corporation, its Officers and/or Trustees in their official capacities. Furthermore, the Corporation, secondarily to the duties of the insurer, shall save and hold the Officers and Trustees harmless from any liability which arises from their service to the Corporation, unless such liability arises directly and proximately from the gross negligence or willful misconduct of such Officer or Trustee.

Section 4. Area Trustees - Transitional Appointment; Staggered Terms. Due to the adoption of these Amended and Restated Bylaws subsequent to the 2012 annual Regional Convention and prior to the 2013 annual Regional Convention, the Chairman shall appoint one Area Trustee for each "Area" who shall meet all of the qualifications set forth in Section 1(b) of this Article V who shall serve for a transitional term which shall commence upon the appointment of such Area Trustee by the Chairman and which shall continue thereafter until such Area Trustee's successor shall be elected at the next succeeding annual Regional Convention or as otherwise provided in Section 1(b) of this Article V. At the first annual Regional Convention following the enactment of these Amended and Restated Bylaws, the Chairman will designate two (2) Areas whose Area Trustee shall be elected to an initial term of two (2) years and thereafter until his or her successor has been elected, and two (2) Areas whose Area Trustee shall be elected to an initial term of three (3) years and thereafter until his or her successor has been elected. Following the conclusion of such initial two (2) or three (3) year terms (as the case may be), each Area Trustee shall thereafter be elected to serve for a three (3) year term as is set forth in Section 1(b) of this Article V in order to perpetuate the staggering of Area Trustee terms. Should any new Areas be subsequently established at any time or from time to time, the Chairman shall designate the length of the initial elected term for such new Area Trustee(s), the length of which term shall further facilitate the staggering of terms among the all of the Area Trustees. Following the

conclusion of such initial term, such Area Trustee(s) shall thereafter be elected to serve for a three (3) year term as is set forth in Section 1(b) of this Article V in order to further implement the staggering of Area Trustee terms.

ARTICLE VI MEETINGS OF TRUSTEES

Section 1. Regular Meetings. The Board of Trustees shall meet at least twice annually. The first meeting of each fiscal year shall be in December, and the second meeting shall be in May or in such other month as the Board of Trustees may from time to time specify. All meetings will begin at 10:00 a.m. unless changed by the Board of Trustees and notice thereof mailed to the Trustees at least five (5) days prior to the meeting. All times, dates, and months of meetings shall be subject to change upon approval of a majority of the Board of Trustees for the express purpose of insuring larger attendance of Officers and Trustees and/or for the further purpose of more effectively or efficiently carrying on the business of the Corporation.

Section 2. Special Meetings. Special meetings of the Board of Trustees shall be held when called by the Chairman or by any four (4) Trustees, after not less than three (3) days notice to each Trustee.

Section 3. Quorum. A majority of the Trustees then in office shall constitute a quorum for the transaction of business at any annual or duly called special meeting of the Board of Trustees. Except as otherwise expressly provided herein, every act or decision done or made by a majority of the Trustees present at a duly held meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 4. Action Taken Without A Meeting. The Trustees shall have the right to take any action in the absence of a meeting, which they could at a meeting by obtaining the signed written approval of all Trustees. Any action so approved shall have the same effect as though taken at a meeting of the Trustees. Trustees may participate in and hold meetings by telephonic, electronic, or by other similar means of communications pursuant to which all Trustees participating in the meeting can hear each other, and with respect to which participation in such meeting by a Trustee shall constitute the presence of the Trustee at such meeting.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 1. Powers. The supreme authority of the Corporation and the government and management of the affairs of the Corporation shall be vested in the Board of Trustees; and all powers, duties, and functions of the Corporation conferred by the Corporation's Articles of Incorporation, these Bylaws, applicable law, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Trustees. In furtherance (and not in limitation) thereof, the Board of Trustees shall have supervision, control and direction of the management, affairs and property of the Corporation; shall determine its policies or changes thereto; shall actively prosecute its purposes and objectives; and shall supervise the disbursement of its funds. The Board of Trustees may adopt rules, regulations, policies and procedures for the conduct of the business of the Corporation and for the operation of Camp Sertoma. The Board of

Trustees shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any Member, Trustee, Officer, or other private person or individual.

Section 2. Duties. It shall be the duty of the Board of Trustees:

- (a) To cause to be kept a complete record of all its acts and affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by at least one-fourth (1/4) of the Members who are entitled to vote; and
- (b) To supervise all Officers, agents and employees of Camp Sertoma and to see that their duties are properly performed; and
- (c) To take any necessary or desirable actions or make any necessary or desirable decisions concerning Camp Sertoma, which the Board of Trustees shall deem to be in the best interest of Camp Sertoma, including without limitation the negotiation of annual camper fees with Clemson University Outdoor Laboratory; provided that the affairs of the Corporation shall be conducted at all times in such a manner as to assure the Corporation's continued status as an organization qualifying for exemption from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code; and
- (d) To determine all distributions and payments to be made from funds on hand, net income, capital gain, and principal of the Corporation pursuant to the provisions of the Articles of Incorporation, these Bylaws, and donations and contributions from Members and donors, all as necessary to assure the use of the funds of the Corporation in furtherance of the charitable purposes for which the Corporation is organized, including without limitation any administrative expenses incurred by the Corporation in connection therewith.

Section 3. Limitations. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any other future United States Internal Revenue law. In the event of dissolution of the Corporation, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any other future United States Internal Revenue law, or to the federal, state or local government for exclusively public purposes.

ARTICLE VIII MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members shall be held at the annual Regional Convention.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the Chairman, by four (4) Members of the Board of Trustees, or by written request of the Presidents of not less than one-fourth (1/4) of the Members.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Co-Chairman, any Officer, or any other person authorized to call the meeting by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the club president of each Member. Such notice shall specify the place, day and hour of the meeting and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence of a majority of the Members at a special meeting shall constitute a quorum for the conduct of all business to be considered at a special meeting, and the affirmative vote of a majority of the Members present at a special meeting at which a quorum is present shall constitute the act of the Members on all matters properly before the Membership.

Section 5. Designees. At all meetings of the Members, the President of the Member club shall automatically be the Member's designee for voting purposes, unless a President shall designate and notify the Co-Chairman in writing of another member of the Member club in attendance who shall be authorized to cast any votes for such Member club. No person other than a member in good standing of a Member club shall be authorized to cast any vote on behalf of the Member club on any matter.

ARTICLE IX OFFICERS AND THEIR DUTIES

Section 1. Officers. The officers of the Corporation shall be a Chairman, Co-Chairman, and Treasurer, all of whom shall be members of the Board of Trustees.

Section 2. Term. The Officers of the Corporation shall be elected annually at the annual Regional Convention by the membership, with each Officer to take office on October 1 and to hold office for a term of one (1) year and thereafter until his or her successor has been elected, unless such Officer shall sooner resign, be removed, or otherwise be disqualified to serve.

Section 3. Special Appointments. The Membership may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Trustees may, from time to time, determine.

Section 4. Resignation and Removal. Any Officer may be removed from office with or without cause by the Board of Trustees. Any officer may resign at any time by giving written notice to the Board of Trustees or to the Co-Chairman. Death of any Officer shall be construed as resignation. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office may be filled by the Board of Trustees at the first meeting following the event creating the vacancy; provided however, that the Chairman or Co-Chairman, as may be appropriate, shall be empowered to appoint a temporary Officer from among the Board membership to serve in an interim capacity until the next Board meeting. The person elected by the Board shall serve the remainder of the unexpired term.

Section 6. Multiple Offices. No person shall serve as both Chairman, Co-Chairman and/or Treasurer.

Section 7. Duties. The duties of the Officers are as follows:

Chairman

- (a) The Chairman shall be the principal officer of the Corporation, and shall preside at all meetings of the Board of Trustees and of the Members. The Chairman shall sign all written instruments on behalf of the Corporation and shall be responsible for the implementation of all actions, resolutions and policies adopted by the Board of Trustees.

Co-Chairman

- (b) The Co-Chairman shall perform such functions as may be assigned by the Board of Trustees or the Chairman, and shall be empowered to perform all functions of the Chairman in the event of the absence, incapacity, death or resignation of the Chairman. The Co-Chairman shall act as Secretary of the Corporation, shall record the votes of all meetings of the Board of Trustees and of the Members, shall keep the minutes of all meetings and proceedings of the Board of Trustees and of the Members, and shall keep appropriate current records showing the Members of the Corporation.

Treasurer

- (c) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as shall be directed by resolution of the Board of Trustees; shall sign all checks and promissory notes of the Corporation; shall keep proper books of account; and shall prepare an annual statement of income and expenditures to be presented to the Membership at its regular annual meeting, and deliver a copy of the annual statement to each Trustee within sixty (60) days after the completion of the Corporation's fiscal year. The Treasurer shall also present a proposed budget for the Camp Sertoma Operating and Camper Funds to the Board of Trustees for its consideration at the regular December meeting each year.

Trustee

- (d) Each Trustee will serve a term as designated in the Bylaws and shall attend all Board of Trustee meetings. Trustees will assist the Chairman by seeing that all Camp Sertoma information is properly disseminated to and among the Members, by seeing that all clerical work required to send children to Camp Sertoma is properly handled by each Member, and by encouraging Members to meet deadlines and make payments at designated times. Trustees will educate and inform their constituencies about all matters related to Camp Sertoma (e.g. by attending Member club meetings and conferences and by sharing Camp Sertoma films and other materials), and by promoting Camp Sertoma in every way possible.

ARTICLE X
BOOKS AND RECORDS

Section 1. Inspection. The Articles of Incorporation, Bylaws, books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any Member, upon reasonable advance request.

ARTICLE XI
CORPORATE SEAL

Section 1. Designation. The Corporation shall have a seal in circular form having within its circumference the words: Camp Sertoma of South Carolina, Inc.

ARTICLE XII
AMENDMENTS

Section 1. Procedure. These Bylaws may be amended only at one of the two (2) regular meetings of the Board of Trustees as hereinbefore required, shall be considered only following (30) days written notice to the Trustees of the proposed amendment, and shall be passed only by a two-thirds (2/3) majority of those Trustees present and voting at such duly called meeting at which a quorum is present.

Section 2. Conflicts. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

ARTICLE XIII
FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of Camp Sertoma of South Carolina shall be October 1 through September 30.

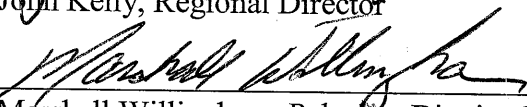
These Amended and Restated Bylaws have been adopted by the Board of Trustees this 8th day of December, 2012.

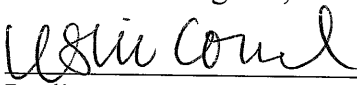

James G. Cooley, Chairman

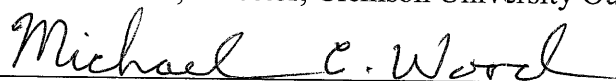

G.T. Powers, Co-Chairman


Beth W. Woodside, Treasurer


John Kelly, Regional Director


Marshall Willingham, Palmetto District Governor


Leslie Conrad, Director, Clemson University Outdoor Laboratory


Mike Wood, Trustee

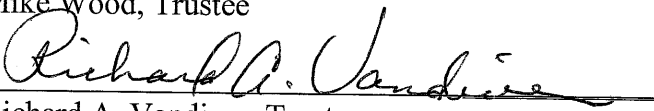

Richard A. Vandiver, Trustee

EXHIBIT "A"
GEOGRAPHICAL AREAS FOR REPRESENTATION BY "AREA TRUSTEES"
BY COUNTY

Upstate	Lower Midlands	Upper Midlands	Coastal
Oconee	McCormick	Newberry	Hampton
Pickens	Greenwood	Chester	Jasper
Greenville	Saluda	Lancaster	Beaufort
Spartanburg	Edgefield	Fairfield	Colleton
Cherokee	Lexington	Chesterfield	Dorchester
York	Aiken	Kershaw	Charleston
Union	Calhoun	Richland	Berkeley
Laurens	Orangeburg	Sumter	Clarendon
Anderson	Bamberg	Lee	Williamsburg
Abbeville	Allendale	Darlington	Dillon
Henderson, NC	Barnwell	Marlboro	Marion
	Richmond, GA	Florence	Horry
			Georgetown
			Chatham, GA