

**BY-LAWS
OF
OCONEE ALLIANCE**

ARTICLE I

Name and Location

Section 1. The name of this organization shall be OCONEE ALLIANCE hereinafter referred to as the Alliance. It shall be incorporated as a nonprofit corporation under the laws of South Carolina.

Section 2. The principal offices of the Alliance shall be in Oconee County, South Carolina at the place designated from time to time by the Board of Directors.

ARTICLE II

Purpose

Section 1. The purpose of the Alliance is to enhance, support and contribute to economic development activities that are necessary to make Oconee County the best place in South Carolina to work, live and play.

Section 2. The Alliance shall receive and disburse such private and public funds as may be made for the discharge of its purposes.

Section 3. In general, and subject to such limitations and conditions as are or may be prescribed by law, the corporation will exercise such other powers which may be necessary or incidental to the attainment of the purposes under the corporation and as may be exercised by an organization exempt under Section 501©(6) of the Internal Revenue Code of 1954 and its Regulations, as they now exist or may hereafter be amended.

Section 4. Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501©(6) of the Internal Revenue Code of 1954 and its Regulations, as they now exist or they may hereafter be amended.

Section 5. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501©(6) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public

purpose. Any such asset not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

Membership

Section 1. Members. Members of the Alliance shall be any persons or legal entities who contribute at a level to be determined by the Board of Directors to the Alliance goals, mission, and purpose and who are approved for membership by the Board of Directors. Prospective members may apply to the Board of Directors by application and making a contribution and stating their interest in the Alliance's purpose.

Section 2. Term of Membership. Memberships will terminate at midnight on December 31st of each year. Membership by application may be renewed at any time.

Section 3. Annual Meeting. The Alliance shall hold an annual meeting of its members on the fourth Thursday of January at (a designated location) commencing at 8:30 a.m. or at such other date, time and place as set forth in written notice mailed to the membership at least ten (10) days prior to the meeting.

Section 4. Special Meetings. Special meetings of the membership may be called by the Chairman, and seven (7) members of the Board of Directors or any fifteen (15) members or as otherwise provided by-laws. Upon the call for a special meeting, the Alliance shall give notice to its members by first class mail no fewer than ten (10) days prior to the meeting but no more than sixty (60) days prior. The notice shall set forth the date, time and place (which shall be in Oconee County) of the meeting and set forth a description of the matters for which the meeting is called. Those present at the meeting, after such notice has been given, shall be a quorum and action taken by a majority of them shall be binding upon the Alliance.

Section 5. Voting Rights. Membership voting shall be allocated proportionately to investment contribution to be determined annually.

ARTICLE IV

Board of Directors

Section 1. Duties. The business and affairs of the Alliance shall be directed and managed by the Board of Directors.

Section 2. Members and Term. The Board of Directors shall consist of any member who has pledged on an annual basis a total of \$3,333.34 or more in cash or goods and services or any non-profit entity that pledges \$2500.00 or more per year in cash or goods and services for three years. In the event that the member is an entity, then that entity shall designate its representative to serve on the Board. The Cities of: Seneca, Walhalla, Westminster, West Union and Salem and the County of Oconee shall be allowed to appoint members to the Board. The number of members representing the municipalities and the county shall be based on the pro rata share of investment from each of these entities not to exceed 25% of the total board seats allocated for either the municipalities or the county. Board Members shall serve a term of one year and shall continue to serve subsequent one year terms providing that the required pledge of \$3,333.34 in cash or goods and services has been made and in the case of the municipalities and Oconee County that the required pledge has been made and the Board Members appointed or reappointed by the respective governmental council. In addition, the Board may elect to choose one at large representative from the members of the Alliance.

Section 3. Ex-officio Membership. From time to time the Board of Directors may add Ex-officio members to the Board of Directors, who shall have no vote and shall be exempt from all monetary requirements for Board Membership.

Section 4. Vacancies. Vacancies whether unexpired or expired shall be filled by the process described in Section 2. Members of the board whose terms have expired shall be eligible for re-election.

Section 5. Meetings of the Board. The Board shall meet bimonthly beginning in January or on the call of the Chairman or a Vice Chairman or on the call of any three board members. At least five (5) days notice in writing must be given to each board member showing the time and place of the meeting unless notice is waived. Attendance at a meeting will constitute waiver of notice of it.

Section 6. Quorum. Attendance of one-third (1/3) of the number of directors in office shall constitute a quorum.

Section 7. Action without a meeting. Any action required to be taken by the Board or which may be taken at a meeting of the Directors may be taken without a meeting if evidenced by a written document of the action and signed by at least two-thirds (2/3) of the Board of Directors. The written document shall be attached to the minutes of the next meeting of the Board.

ARTICLE V

Officers

Section 1. Officers. The officers of the Alliance shall be a chairman, a vice chairman, secretary and treasurer. Any two or more offices may be held by the same person except the offices of chairman, treasurer, and secretary.

The duties of the officers as set forth below shall be assisted by the executive director and members of the Alliance staff.

Section 2. Election and Term of Office. The officers of the Alliance shall be elected biennially by the Board for a term covering two (2) consecutive calendar years. New officers may be created and filled at any meeting of the Board. Each officer shall be expected to serve a two (2) year term or serve until their successor shall have qualified and been duly elected.

Section 3. Removal. Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Alliance would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. Chairman. The chairman shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the Board of Directors and, in general, he shall perform all duties incident to the office of chairman and such other duties as may be prescribed by the Board from time to time.

Section 6. Vice Chairman. In the absence of the chairman or in the event of his inability or refusal to act, the vice chairman shall perform the duties of the chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman.

Section 7. Treasurer. If required by the Board, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the Alliance in such banks, trust companies or other depositories as shall be

selected in accordance with the provisions of these by laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the chairman or by the Board of Directors.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the Post office address of each member which shall be furnished to the secretary by such member; and in general be assigned to him by the chairman or by the Board of Directors.

ARTICLE VI

Executive Committee

Section 1. Who Constitutes. There shall be an Executive Committee of the Board duly nominated and elected by the full Board of Directors. The Chairman with the approval of a majority of the Board may appoint a member to the executive committee to fill an unexpired term of a duly elected board member.

Section 2. Duties. The Executive Committee shall have general supervision of the affairs of the Alliance between meetings of the Board and shall perform other tasks as may be assigned by the Board. The Executive Committee shall be subject to the orders of the Board and none of its acts shall be in conflict with actions taken by the Board.

Section 3. Meetings. The Executive Committee shall meet no less than bi-annually and regular meetings shall be set by Standing Rule of the Board. Special meetings may be called by the Chairman.

ARTICLE VII

Amendment of By-Laws

Section 1. Except as is hereinafter provided, by-laws can be amended at any annual or special meeting of the members held by a two-thirds vote of those present provided that notice of the meeting at which the proposed amendment is presented is properly given and contains as a purpose of the meeting the consideration of the proposed amendment and includes the exact language of the proposed amendment.

Section 2. Sections 3, 4 and 5 of Article II of these by-laws shall not be altered, amended or repealed in any way that would alter or destroy the Alliance non-profit nature or tax exempt status.

Adopted: September 11, 2008 (revised)