

BY-LAWS
OF
COLEMAN, FEASTER, MOBLEY FAMILY ASSOCIATION

ARTICLE I
IDENTITY

The name of this Association shall be The Coleman-Feaster-Mobley Family Association.

ARTICLE II
PURPOSES

The objects and purposes of this Association are to maintain the Liberty Universalist Church (1833) and the Feasterville Male and Female Academy (1842), which properties have been left in trust to the Association; to educate the general public concerning the historical significance of the Church and Academy, utilizing the properties as museum and educational sites; and to encourage and support genealogical and historical research and activities concerning the Coleman, Feaster, Mobley and related family groups through an annual Family Reunion and other means as the Association may from time to time devise.

ARTICLE III
MEMBERS

Section 1. Members of the Association shall consist of those persons who are duly elected and qualified members of the Board of Directors of this Association plus such additional persons from the Coleman, Feaster, Mobley and related family groups as may, from time to time, elect to become members of the Association in accordance with the provision for membership established by the Board of Directors.

Section 2. Membership in the Association shall be renewed annually with the payment of dues which have been established by the Association upon consideration of recommendations made by the Board of Directors.

Section 3. The yearly Family Reunion held on the first Sunday in October shall be considered the Annual Meeting of the Association. Special meetings of the Association may be called by the Board of Directors at the discretion of the Board or at the request of any duly qualified member of the Association.

Section 4. Notices of all meetings of the members shall be given to each member, individually or as families, in writing and delivered either personally or by mail at least ten (10) days prior to the date called for the meeting.

Section 5. The duly qualified members present for the Annual Meeting or any Special Meeting shall constitute a quorum for purpose of conducting the business of the Association at any given meeting.

Section 6. Each member is entitled to one vote on each issue presented at a meeting. Votes may be cast in person or by proxy. When a vote is to be cast by proxy, it shall be forwarded to the Association Secretary who shall tabulate and vote all proxies. Voting at meetings may be by voice or by secret ballot.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The governing body of the Association shall be a Board of Directors consisting of eight (8) persons elected by the Association at the Annual Meeting to serve as President, Vice-President, Secretary, Treasurer, Trustees, and the Immediate Past President who shall serve as ex-officio for a two (2) year term.

Section 2. TERM OF OFFICE AND QUALIFICATIONS. At the Annual Meeting of the Association, a Nominating Committee appointed by the Board of Directors, shall present nominations for the office of President, Vice-President, Secretary and Treasurer. The persons elected to these offices shall serve for a term of two (2) years commencing the first day of the month following the Annual Meeting. The elected Officers shall serve dually as Officers of the Association and of the Board. Officers of the Association may succeed themselves if the Association so elects them.

Section 3. TRUSTEES. For the purpose of maintaining the physical properties which have been left to the Association in trust, the membership of the Association shall elect three (3) persons to serve as Trustees. Those elected to serve as Trustees shall serve with the Association Officers to comprise the membership of the Board of Directors. Trustees shall serve for a term of three (3) years, with one (1) Trustee completing the term of office each year as provided in a "Class" system established by the Board of Directors. Trustees of the Association may succeed themselves if so elected by the Association.

Section 4. BOARD MEETINGS. The Board of Directors shall meet at least once each year during the month of October for the purpose of conducting such business of the Association as may require its attention. The President of the Board shall set the date, time and place of the meeting after consulting with the other members of the Board to determine a suitable time. Special meetings of the Board may be called by the President or upon written request of any four (4) members of the Board. Notice of the regular and special meetings of the Board of Directors shall be given to each member of the Board personally or by mail at least five (5) days prior to the date called for the meeting. Written notice of the meeting may be waived when in the judgment of the President time is not sufficient for the preparation and delivery of a written notice, in which case notice may be given by telephone.

Section 5. A quorum at any meeting of the Board of Directors shall consist of a majority of the Board as constituted at the time of such meeting. The acts approved by a majority of those present at any meeting, at which a quorum is present, shall constitute the acts of the Board of Directors. Less than a quorum may adjourn any meeting, from time to time, until a quorum is present.

Section 6. The order of business at a meeting of the Board of Directors shall be:

- (a) Calling the roll.
- (b) Proof of notice.
- (c) Reading of unapproved Minutes.
- (d) Reports.
- (e) Elections and appointments (where necessary).
- (f) Unfinished business.
- (g) New business.
- (h) Adjournment.

Section 7. VACANCIES. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum, or by the sole remaining Director. A Director elected to fill

a vacancy, whether of an Officer or of a Trustee, shall be elected for the unexpired term of the predecessor in office. Any directorship to be filled by reason of an increase in the authorized number of Directors shall be filled only by election at an Annual Meeting or at a Special Meeting of the Association called for that purpose.

ARTICLE V

OFFICERS

Section 1. DUTIES. The Officers of the Association shall perform those duties that are normally associated with the office to which each has been elected.

(a) PRESIDENT. The President of the Association shall be the principal executive officer of the Association and function in the capacity as chairman of the Board of Directors. The President shall, in general, supervise and control the business affairs of the Association, subject to the control of the Board of Directors. The President shall sign instruments which the Board of Directors has authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other Officer or agent of the Association, or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors or the Association from time to time.

(b) VICE-PRESIDENT. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

(c) SECRETARY. The Secretary shall (1) keep the Minutes of the meetings of the Board of Directors, of all Executive Committee meetings, and of all Association meetings; (2) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (3) be custodian of the Association records; and (4) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President, the Board of Directors or the Association.

(d) TREASURER. The Treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such depositories as shall be selected in accordance with the provisions of these By-Laws or as authorized by the Board of Directors or the Association; (2) prepare, or cause to be prepared, a true statement of the Association's assets and liabilities as of the close of each Fiscal Year, all in reasonable detail, which statement shall be made and filed at the Association's registered office or principal place of business in the State of South Carolina within four (4) months after the end of such Fiscal Year and thereat kept available for a period of at least ten (10) years; and, (3) in general perform all of the duties incident to the office of Treasurer and such duties as from time to time may be assigned by the President, the Board of Directors or the Association.

Section 2. CONDITIONS OF SERVICE. The Officers of the Association shall serve in the office to which elected in accordance with these conditions:

(a) Officers of the Association serve voluntarily and without compensation. Officers and other members of the Association shall be reimbursed for expenses related to accomplishing the business of the Association.

(b) Any Officer or agent elected or appointed by the Board of Directors or the Association may be removed by the Association or by the Board acting on behalf of the Association whenever in the best judgment of the membership the best interests of the Association will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

(c) The Board of Directors may by resolution require any Officer, Trustee, agent or employee of the Association to give bond to the Association, with sufficient sureties, conditioned on the faithful performance of the duties of the respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

Section 3. COMMITTEE ORGANIZATION. The elected Officers of the Association, namely, the President, Vice-President, Secretary and Treasurer, shall constitute the Executive Committee of the Board of Directors. The three (3) elected Trustees of the Association shall constitute the Property Committee of the Board, designating one of their number to serve as Chairman of the Property Committee. The Board may create other Committees from time to time to serve as standing committees or as ad hoc committees as the needs of the Association may require. Any member of the Association may be appointed to serve on Committees with at least one member of the Board being appointed to the membership of any Committee so appointed.

ARTICLE VI

GENERAL PROVISIONS

Section 1. ASSOCIATION OFFICES. The principal office of the Association shall be located at Blair, South Carolina. The registered office of the Association required by law to be maintained in the State of South Carolina may be, but need not be, identical with the principal office. The Association may have offices at such other places, either within or without the State of South Carolina, as the Board of Directors may designate or as the affairs of the Association may require from time to time.

Section 2. WAIVER OF NOTICE. Whenever any notice is required to be given to any Director or Trustee by law, by the Charter or by these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to giving such notice.

Section 3. FISCAL YEAR. The Fiscal Year of the Association shall be the Calendar Year.

Section 4. AUDIT. The books and accounts of the Association shall be audited annually at the close of the Fiscal Year. The Audit Report may be prepared by a Committee drawn from the Association membership or by a Public Accountant or a Certified Public Accountant as the Board of Directors deem best. The Report of Audit shall be reported to the Association at its next Annual Meeting and shall be the basis for any reports which must be filed with the Internal Revenue Service of the United States or the South Carolina Tax Commission.

Section 5. SEAL. The Association may have a seal or other logotype of such design as the Board of Directors may propose the Association to adopt for the purpose of setting forth, advertising or authenticating the name of the Association.

Section 6. PROCEDURE. The Board of Directors and the Association shall conduct meetings in accordance with procedure set forth in Roberts' Rules of Order except where the By-Laws of the Association or the laws of South Carolina and the United States provide otherwise.

ARTICLE VII

DISSOLUTION AND TERMINATION

Upon dissolution of the Association, the Board of Directors shall, after paying, or making provisions for payment, of all of the liabilities of the Association, dispose of all assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Association 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 charitable purposes.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended, or repealed for the purpose of adopting new By-Laws, by a two-thirds vote of the Association membership (as then constituted) at any Annual or Special Meeting of the Association, provided that the notice of such meeting clearly sets forth the proposed change or changes which are to be considered.