

**AMENDED AND RESTATED BYLAWS OF
SOUTH CAROLINA LEGAL SERVICES**

THE CORPORATION

1. **Name of the Corporation.** The name of this Corporation, incorporated under the laws of the State of South Carolina, as a non-profit, shall be South Carolina Legal Services (hereinafter “SCLS”). (Amended 12/19/14)

2. **Principal Office.** The principal office of SCLS shall be in the State of South Carolina at such place as the Board of Directors (hereinafter “Board”) shall designate. SCLS may have such other offices within the State of South Carolina as the Board shall determine appropriate. (Amended 12/19/14)

3. **Purpose and Operations.** SCLS is organized as a nonprofit corporation under the laws of South Carolina and is operated exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any successor law. The principal purpose of SCLS shall be to provide high quality civil legal services to protect the rights and represent the interests of low-income South Carolinians and to do such acts to accomplish its purposes as the Board of Directors may determine are appropriate and not forbidden by Section 501(c) (3) of the Internal Revenue Code, as amended, or comparable provisions of subsequent legislation. No part of the net earnings of SCLS shall be distributable to its Directors, officers, employees or other private persons except SCLS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of SCLS as set forth in these Bylaws and Articles of Incorporation. No trustee or director of SCLS shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of SCLS shall inure to the benefit of any trustee, director, officer or any individual. (Amended 12/19/14)

4. **Dissolution:** In the event of dissolution, the assets of SCLS shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any successor law, or shall be distributed to the federal government, or to a state or local government, for a public purpose. (Amended 12/19/14)

ARTICLE II. BOARD OF DIRECTORS

1. **General Powers.** SCLS shall be managed by its Board of Directors. In addition to the general overall supervision of the affairs of SCLS, the Board shall meet those lawful responsibilities assigned to it by the Legal Services Corporation Act (the “LSC Act”), and the rules, regulations and guidelines promulgated pursuant to the LSC Act. In addition, the Board shall:

- (a) Develop and review policies governing the operation of SCLS.

- b) Exercise supervision to ensure that SCLS establishes procedure, prepares required financial statements and secures necessary audits;
- c) Evaluate the operation of SCLS in accordance with the purposes as stated in these by-laws and other official documents of SCLS;
- d) Employ an Executive Director to manage and carry out the purposes of SCLS. (Amended 12/19/14)

2. Composition of the Board of Directors. There shall be a Board of Directors composed of twenty-seven persons. Of this number, at least 60% but no more than two-thirds shall be attorneys and one-third shall be client eligible members. The members shall support the principles of the Legal Services Corporation Act. They shall also have an interest in and knowledge of the delivery of quality legal services to the poor. Appointments shall be made to ensure that the attorney members reflect the diversity of the legal community, the various civil substantive committees of the Bar, specialty bars, and the population of the geographic areas served by SCLS including race, gender, age, disability and other factors. (Amended 12/19/14)

a. Attorney Selection. The attorney Board members shall be appointed in the following manner:

One Attorney Appointment - One attorney appointed from a Bar Association in each of the four regions of the state. (See below for counties in each region). Consideration may be given to rotating the county from which the member is appointed. (Amended 12/19/14)

Two Attorney Appointments - Two appointments from each of the following: the South Carolina Bar, the South Carolina Women Lawyers Association, and the South Carolina Black Lawyers Association.

One Attorney Appointment - One attorney appointment from each of the following: (Amended 12/19/14)

- 1. SC Association for Justice
- 2. SC Defense Lawyers Association
- 3. In-House Corporate Counsel
- 4. Bankruptcy/Consumer Bar
- 5. Family/Children's Bar
- 6. Employment and Elder Law Committees
- 7. South Carolina Public Defenders Association

b. Client Eligible Selection. The nine client eligible Board members shall be appointed in the following manner:

- 1. At least one appointment shall come from each of the four regions of the state. (Amended 3/29/19)

2. South Carolina Legal Services may make appointments. (Amended 3/29/19)
3. South Carolina Legal Services may seek recommendations from neighborhood associations, community-based groups, non-profits and state or county agencies that work with low-income people. Special consideration should be given to the following that also work with the low-income community: civil rights groups, domestic violence or sexual assault programs, fatherhood programs, councils on aging, SC Thrive, Community Action/Head Starts, rural health clinics, community economic development organizations, migrant, and low-income housing groups. (Amended 3/29/19)

Client eligible means at the time of the initial appointment a person eligible to receive legal assistance under the guidelines of SCLS and the LSC Act and Regulations, without regard to whether the person is receiving legal assistance at the time of selection for membership on the Board. The client members shall also reflect the population of the areas that SCLS serves including race, gender, age, disability, geographic locations, and non-profit partners. Client eligibility is not a requirement when considering for continuous service or reappointment. (Amended 3/29/19)

c. Additional Selection. The three additional Board members shall be appointed the SCLS Board of Directors. Two of these appointees shall be attorneys. Preference shall be given to a CPA or someone with a significant accounting background for the third appointee. (Amended 12/16/09)

d. For purposes of Section 2(a) and (b) above, Regions 1, 2, 3, and 4 consist of the following counties in South Carolina:

Region 1 consists of Abbeville, Anderson, Cherokee, Chester, Fairfield, Greenville, Greenwood, Lancaster, Laurens, Newberry, Oconee, Pickens, Spartanburg, Union and York counties.

Region 2 consists of Aiken, Bamberg, Barnwell, Calhoun, Edgefield, Kershaw, Lexington, McCormick, Orangeburg, Richland and Saluda counties.

Region 3 consists of Chesterfield, Clarendon, Darlington, Dillon, Florence, Horry, Lee, Marion, Marlboro, Sumter and Williamsburg counties.

Region 4 consists of Allendale, Berkeley, Beaufort, Charleston, Colleton, Dorchester, Georgetown, Hampton and Jasper counties.

Modification of Membership of the Board. The Board shall have the power to change the designation, selection and representation of the directors by the amendment of to these Bylaws so long as the appointment of Directors is consistent with the terms of the LSC Act and regulations. (Amended 12/19/14)

Term of Office. Each Director shall serve a three-year term; however appointment by one appointing group shall be limited to three terms. Another group, with consent from the Board,

may appoint the same Director at the expiration of his/her term of appointment by the first group. Members of the Board of Directors shall be term limited to three terms. (Amended 6/20/14) (Amended 12/19/14)

Each member of the Board shall continue to serve until his or her successor is appointed and qualified. Any member of the Board appointed to fill a vacancy shall be appointed for the remainder of such term. A member appointed to complete an unexpired term of office of a resigning director may serve out the unexpired term and still serve three terms in their own right. When a board member reaches the term limit specified herein, he may return to the board provided there is at least a one year break in service. (Amended 6/20/14)

3. Removal of Board Members for Non-Attendance at Board Meetings. When a Board member shall fail to appear at three consecutive meetings of the Board, or at one-half of the meetings held during a two year period, the secretary, at the direction of the Chair of the Board, shall notify him/her in writing at least six days prior to the meeting that the agenda for the meeting will include the evaluation of whether he/she should be removed from the Board for non-attendance. The Board member may contest his/her removal by appearing before the Board. A majority vote of the Board members present shall be sufficient to remove a Board member for non-attendance at Board meetings.

4. Removal of Board Members for Causes Other than Non-Attendance.

a. A Board member may be removed for cause to include disbarment or inability to discharge duties by a vote of two-thirds of the Board members present at a meeting of the Board or by ten members, whichever is greater. (Amended 12/19/14)

b. The Board shall consider whether a Board member shall be removed only when three or more Directors have stated in writing that they believe there is reasonable cause for such action, giving specific allegations in support of such belief.

c. In an emergency situation, a Director may be suspended by the Executive Committee. After due notice, a hearing shall be held at the next regularly scheduled Board meeting on the removal of the suspended Director.

d. A Board member may not be removed unless (1) notice of the basis of removal has been given to such Board member at least thirty days before a vote is taken concerning his or her removal and (2) the Board member has been afforded the opportunity to contest his or her removal by making written submissions to the other members of the Board and by appearing in person, with or without counsel present, at the meeting in which the vote concerning removal is taken.

5. Replacement of Members. Upon the removal, resignation or death of a Board member, the vacancy shall be filled by a person designated and selected by the same or similar organization or group which shall have selected the removed, resigned or deceased Board member, unless otherwise provided by the Board consistent with the LSC Act and regulations. (Amended 12/16/09)

6. Designation of Board Members. Should an organization or group fail to appoint a Board member within sixty days from the mailing of a written notice of vacancy, the Board may designate successor organizations or groups instead of the defaulting organization or group to appoint a Board member to fill the vacancy.

ARTICLE III. ADDITIONAL PROVISIONS (Amended 12/19/14)

1. Compensation. Directors shall not be compensated for their services. The Board, by resolution, may approve reasonable payment or reimbursement for normal travel and other out-of-pocket expenses incurred by any Director in fulfillment of the Directors' duties and responsibilities to SCLS. Nothing in this paragraph shall prevent the Board from adopting, pursuant to a waiver granted SCLS by Section 1607(b)(1) of the regulations of the Act, a policy to permit partners or associates of attorney directors to participate in any compensated private attorney involvement activities supported by SCLS. (Amended 12/19/14)

2. Relationship to the Private Bar. The board members, recognizing the need for harmonious relations between SCLS and the private bar, will actively seek the support of the bar in achieving SCLS's goals and commitment to client service. (Amended 12/19/14)

ARTICLE IV. MEETINGS

1. Meetings.

(a) Annual Meeting. The Board of Directors may fix the date and time of the annual meeting of the Board such that the annual meeting be the last meeting in each year. At the annual meeting, the Board shall elect officers of the Board and shall transact such other business as may properly be brought before the meeting.

(b) Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as designated from time to time by the Chair of the Board of Directors; provided, however, that regular meetings shall be held at least four times per year. At such meetings, the Directors shall transact such business as may properly be brought before the meetings. Notice of regular meetings shall be mailed not less than ten days or more than twenty days prior to the date thereof. Electronic Mail (E-mail) is an acceptable form of written notice.

(c) Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chair or by four members of the Board made in writing to the Chair. Notice of the meeting shall be given to each Director by telephone with twenty-four hours advance notice; or in writing by overnight courier with forty-eight hours advance notice; or by regular mail with five days advance notice. Every notice of the meeting shall state the time and place of the meeting and the agenda. (Amended 12/16/09)

2. Notice and Waiver of Notice to Members.

(a) Notice. Notice of meetings of the Board when mailed shall be deemed given when deposited in the United States Mail, postage-paid, addressed to the Board member at

his/her address appearing on the books of SCLS or supplied by him/her for the purpose of such notice. Notice may be delivered at the address to a person having apparent authority to accept delivery for such Board member.

(b) Waiver. A waiver of notice for a meeting in writing signed by the Board member entitled to such notice, whether before or after the time of such meeting, shall be deemed equivalent to the timely giving of such notice. Attendance of a Board member at any meeting shall constitute a waiver by him/her of notice of such meeting unless such Board member attends for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3. Notice to the Public. Timely and effective notice to the public of all meetings shall be given, and all meetings shall be public except for those concerned with matters properly discussed in executive session. Subject to the provision in these Bylaws regarding notice, at any regular, committee, or special meeting of the board or a committee of the board the presence of any or all of the Board shall be deemed to include not only physical presence, but also the participatory presence of a member by means of conference telephone, video conference or similar communication equipment or email. (Amended 12/19/14)

4. Telephone and Videoconference. The Board may, from time to time, authorize a telephone and/or videoconference meeting. These meetings are valid if taken pursuant to Board directions. The materials concerning the issues to be voted upon must have been furnished to the Board or committee members by regular or email prior to the telephone or videoconference meeting. The results of such telephone or videoconference meeting shall be announced at the next regularly scheduled Board meeting and shall be entered on the minutes of the Corporation. (Amended 12/16/09) Board committee meeting may also be held in this manner. (Amended 12/19/14)

5. Online Conferencing. The Board and its various committees may utilize online conferencing tools for board or committee meetings. The online conferencing tools may include desktop sharing, website co-browsing, share slides, and other similar tools that enable review of meeting materials and efficient communication among meeting attendees. (Amended 12/19/14)

6. E-mail. The Board may, from time to time, authorize an email discussion and vote for committee meetings only. Meetings by email can be held in the discretion of the committee chair. The materials concerning the issues to be discussed and voted upon must have been furnished to the committee by email prior to the email discussion and vote. Committee members must sign a consent form prepared by the chair outlining the way he or she voted. This form shall be sent to the committee chair by email, fax or postal mail for inclusion in the board minutes. Email votes shall be limited to one subject only. (Amended 12/19/14)

7. Agenda. For each regular and special meeting, the Chair of the Board or the Executive Director of SCLS shall cause to be prepared an agenda of matters to be discussed at the meeting and shall mail the agenda to all Board members as far in advance of the meeting as is practical. Matters appearing on the agenda for a regular meeting may also be discussed and acted upon at the meeting, but the Chair of the Board or the Executive Director of SCLS shall endeavor to include as many matters on the agenda as can be reasonably anticipated.

8. Rules of Order. At each meeting of the Board, the Chair of the Board or, in his/her absence, the Vice-Chair of the Board shall preside as Chair. The Secretary of SCLS shall act as Secretary at all meetings of the Board. In the event that neither the Chair nor Vice-Chair is present, the members present shall select from among themselves a member who shall act as Chair and preside at the meeting. In the absence of the Secretary from any such meeting, the Chair of the meeting shall appoint a person to act as Secretary at the meeting. (Amended 12/16/09)

9. Quorum and Voting.

(a) Quorum. At least one-third of the Board members shall be present at a meeting in order to constitute a quorum for the transaction of business. All decisions of the Board shall be made by a majority vote of the members present at the meeting at which a quorum is present, except as otherwise provided by law, the Articles of Incorporation or these Bylaws. A Board member who is present at a meeting of the Board but is required to abstain from participation in the vote upon any matter, whether he remains in the meeting or withdraws there from during the vote, may be counted for purposes of determining whether or not a quorum is present; provided, however, that no action may be taken except upon the affirmative vote of at least six Board members.

(b) Temporary Adjournment. A majority of the Board members present at a duly convened meeting, whether or not they shall comprise a quorum, may temporarily adjourn the meeting. Whenever a meeting is temporarily adjourned to a date not more than five business days following such adjournment, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat otherwise than by an announcement at the meeting at which such adjournment is taken. However, the Executive Director of SCLS shall, to the extent possible, give all Board members notice of the new meeting date.

(c) Voting. Each Board member shall be entitled to one vote on all matters voted upon by the Board. Voting rights of Board members may not be exercised by proxy.

ARTICLE VI. COMMITTEES

1. General Powers. The Board may establish (and thereafter dissolve) such committees as it may deem appropriate to perform such functions as the Board may from time to time designate. The Board shall appoint the members of the Board who shall serve on each committee; provided, however, all of the officers of SCLS shall serve on the Executive Committee. The authority of any such committee shall expire at the time designated by the Board. The Chair shall appoint one person to serve as the Chair of each committee. A person appointed as a member of a committee shall serve as such only at the pleasure of the Board. The Chair of the Board shall be ex officio member of each committee, unless otherwise appointed to such committee, and the Executive Director shall be a non-voting ex officio member of each committee. Each committee shall meet from time to time at the call of its Chair, the Chair of the Board or the Executive Director of the SCLS. Each committee may determine its own policies and procedures, subject to the limitations set forth in these Bylaws and the South Carolina Nonprofit Corporation Act of 1994 (the "Act"), and subject to the approval of the Board of Directors.

2. Standing Committees. Notwithstanding the limitations of Article VI, Section 1 above, there shall be an Executive Committee, an Audit and Finance Committee as follows:

(a) Executive Committee. The Board shall elect the Executive Committee from its membership and it shall consist of all of the officers of SCLS and such other members of the Board as the Board shall determine. The Executive Committee shall meet on the call of the Chair or the Executive Director, upon at least five days written notice or forty-eight hours telephone notice. The Executive Committee is authorized to act on time-sensitive matters between quarterly meetings, subject to later ratification by the full board, though this provision will not allow the Executive Committee (or any committee) to remove board members, to remove officers, to buy or sell assets, to amend the bylaws or articles of incorporation, to approve a merger, to hire an executive director, nor approve the annual budget. The full board at a quarterly meeting may delegate the power to do these things by limited power. A quorum shall consist of a majority of the members, and the majority of those members present shall be necessary to approve business. An agenda shall not be required, but shall be furnished with the notice of the meeting when feasible. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of SCLS between meetings of the Board. Written minutes of all Executive Committee meetings shall be kept and provided to all Board members prior to the next Board meeting. (Amended 12/16/09)

(b) Audit Committee. The Board shall appoint from its membership an Audit Committee of not less than four members, of whom one shall be the Treasurer of the SCLS. The Audit Committee shall be responsible for oversight of the audit of the programs, activities and funds of the SCLS, and shall report regularly and make recommendations to the Board of Directors concerning the financial affairs of SCLS. (Amended 12/16/09)

(c) Finance Committee. The Board shall appoint from its membership a Finance/Resource Development Committee of not less than four members, to include the Treasurer of the Board, who will serve as chair of the committee. This committee shall be responsible for financial and fiscal control of the program's activities and funds of the Corporation. The committee shall also be responsible for increasing the financial resources for the support of the program's budget. (Amended 12/16/09) (Amended 12/19/14)

(d) Service Committee. The board shall appoint from its membership a Service Committee of not less than four members. This committee shall be responsible for the construction of service priorities for the program as contemplated by Legal Services Corporation Regulation 45 CFR 1620. It shall review and make recommendations to the Board for procedures whereby priorities and case acceptance procedures shall be established for SCLS. It shall also review and make recommendation to the Board, for approval, priorities and case acceptance procedures for SCLS. Priorities and case acceptance procedures for SCLS shall be reviewed annually or at such other intervals as required or allowed by the Act. The Service Committee shall preform such other duties as assigned to it by the Chairperson of the Board. (Amended 12/19/14)

(e) Private Bar Relations Committee. The board shall appoint from its membership a Private Bar Relations Committee of not less than three members none of which need to be a non-attorney board member. This committee shall assist in recruiting and retaining

PAI and pro bono attorneys. The committee will also help to identify litigation support needs and identify private attorneys who may mentor attorneys at SCLS. Furthermore, the committee shall make recommendations to the full board on the use of PAI funds. Finally, the committee shall identify barriers to access to justice and work to eliminate those barriers. (Amended 12/19/14)

(f) Personnel Committee. The board shall appoint from its membership a Personnel Committee of not less than three members at least one of whom must be a non-attorney. The committee shall review with SCLS staff and recommend to the Board such personnel policies as are deemed necessary to the proper employment of personnel by SCLS. The personnel committee shall also review such personnel matters including grievances from employees of SCLS as outlined by the grievance procedures in the personnel manual and take action or make recommendations to the Board to resolve the grievance or complaint. The committee shall perform other duties as assigned to by the Chairperson or the Board. (Amended 12/19/14)

(g) Client Grievance Committee. The Board shall appoint from its membership a Client Grievance Committee of not less than three members at least one of whom must be a non-attorney. The committee shall meet as necessary to determine the validity of any registered client complaint concerning eligibility for services and legal representation by SCLS. The committee shall make recommendations to the board as it deems appropriate acting in compliance with applicable regulations under the LSC Act regarding such complaints. Furthermore, the committee shall offer input on the client grievance procedure/process to include timelines for the committee to consider and make a recommendation to the full board and the format for filing the grievance with the committee. The committee shall perform other duties as assigned to it by the Chairperson of the Board. (Amended 12/19/14)

(h) Policies and Regulations Committee. The Board shall appoint from its Membership a Policies and Regulations Committee of not less than four members at least one of whom must be a non-attorney. The committee shall meet as necessary to review compliance by SCLS with requirements of the Act, rules and regulations promulgated by LSC. The committee shall make recommendations to the Board as necessary to comply with the Act, rules and regulations promulgated by LSC and/or in anticipation of changes to such rules and regulations. The committee shall perform other duties as assigned to it by the Chairperson of the Board. (Amended 12/19/14)

3. Standing Committees. The Chair or the Board may establish such other committees as deemed necessary to the operation of the Corporation. In all instances, not less than one-third of committee membership shall be eligible clients. (Amended 12/16/09)

ARTICLE VII. OFFICERS OF SCLS

1. Number, Title and Tenure. The officers of SCLS shall be a Chair, First Vice-Chair, Second Vice-Chair, Secretary and Treasurer, all of whom shall be members of the Board of Directors. At least one member of the Executive Committee must be a community board member. (Amended 12/16/09)

2. Election. All officers of SCLS shall be elected by the Board of Directors at the annual meeting of the Board of Directors and each officer shall hold office for the term of two years, or until his/her successor shall be duly elected and qualified. Officers shall be eligible for re-election. The Vice Chair is automatically nominated for the Chair position for the following year. (Amended 12/19/14)

3. Nomination Process. The current Chair will seek suggestions/volunteers from the entire board for the slate of officers at least two months prior to the election. That staff will prepare a short biographical statement or obtain a resume of each nominee. The staff will prepare a strengths of participation chart (showing committees, special events, donations and conferences). (Amended 12/19/14)

4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, or to the Chair or the Secretary of the SCLS. Any such resignation shall take effect at the date of the receipt of such notice or any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5. Removal. Any officer of SCLS may be removed, either with or without cause, by the Board of Directors whenever in the judgment of the Board of Directors the best interests of SCLS will be served thereby.

6. Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled by the Board of Directors for the unexpired portion of the term.

7. Duties of Officers. All officers of SCLS, as between themselves and SCLS, shall respectively have such authority and perform such duties in the management of the property and affairs of SCLS as may be determined by resolutions or orders of the Board of Directors, or, in the absence of controlling provisions in resolutions or orders of the Board of Directors, as may be provided in these Bylaws. The duties and powers of the officers of SCLS shall be as follows:

(a) Chair. The Chair of the Board shall preside at all meetings of the Board of Directors and shall present at the annual meeting of the Directors a report of the condition of SCLS and its progress and the accomplishment of its purposes. The Chair, along with the Executive Director and any other person designated by the Board, shall have authority to sign, on behalf of SCLS, all contracts and agreements into which SCLS shall enter. The Chair shall in general oversee the operation of SCLS under the direction of the Board of Directors and shall enforce these Bylaws and perform all duties incident to the office and which are required by law.

(b) Vice-Chair. During the absence or inability of the Chair to perform his/her duties or exercise his/her powers, the same shall be performed and exercised by the First Vice-Chair or the Second Vice-Chair in the absence of the First Vice-Chair. When so acting, the Vice-Chair shall have all the powers and be subject to all of the responsibilities hereby given to or imposed upon the office of Chair.

(c) Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall cause to be given all notices required by these Bylaws and shall have the responsibility for the correspondence of SCLS when requested by the Chair. The

Secretary shall have custody of the seal of SCLS and may attest documents executed on behalf of SCLS wherever necessary. The Secretary may delegate these responsibilities to the Executive Director of the SCLS. The Secretary shall also discharge such other duties as may from time to time be assigned by the Board of Directors or the Chair.

(d) Treasurer. The Treasurer shall have or provide for the custody of the funds or other property of SCLS, shall review the audit and the books of SCLS and, in general, shall discharge such other duties as may from time to time be assigned by the Board of Directors or the Chair.

ARTICLE VIII. EXECUTIVE DIRECTOR

1. Selection. The Board of Directors, by a majority vote, shall employ an Executive Director who will be responsible for the administration and supervision of SCLS and for carrying out the policies as determined by the Board.

2. Qualifications. The Executive Director shall be a person who has demonstrated a prior concern with the problems of poverty and the provision of quality legal assistance to poor people. The Executive Director shall have been in practice as an attorney for not less than ten years. The Executive Director of SCLS shall be a member of the bar of the highest court of the State of South Carolina. (Amended 12/19/14)

3. Salary and Tenure. The Executive Director shall be paid a salary to be set by the Board of Directors and shall not engage in the private practice of law. He/she shall serve at the pleasure of the Board.

4. Powers and Duties. The Executive Director of SCLS shall be its chief executive officer and shall have the responsibility and authority, in accordance with the LSC Act, the rules and regulations promulgated thereto, and the Articles of Incorporation and these Bylaws, subject to the direction of and policies established by the Board, for (1) the day to day administration of the affairs of SCLS; (2) the hiring of such employees of SCLS as he/she determines necessary to carry out the purposes of SCLS and the removal of such employees as he/she determines appropriate; (3) the entering into of contracts and agreements; (4) the preparation of an annual budget; (5) the preparation and presentation to the Board or respective committee of periodic reports reflecting the professional services and financial activities of SCLS and such special reports as may be required by the Board of such committee; and (6) the exercise of such other powers incident to the office of the Executive Director of SCLS and the performance of such other duties as the Board may from time to time prescribe.

ARTICLE IX. CHECKS, DEPOSITS AND FUNDS

1. Checks, Drafts or Orders. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of SCLS shall be signed by such officer of SCLS, agent or agents of SCLS, 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 Executive Director and reported at the next regular Board meeting. (Amended 12/16/09)

2. Deposits. All funds of SCLS shall be deposited from time to time to the credit of SCLS in such banks, trust companies or other depositories as the Board of Directors may select. In the absence of such selection by the Board of Directors, the Executive Directors may select such depositories and report such at the next regular Board meeting.

3. Gifts. The Board of Directors may accept on behalf of SCLS any contribution, gift, request, or devise for any purpose of the Corporation.

ARTICLE X. BOOKS AND RECORDS

SCLS shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees exercising any of the authority of the Board of Directors and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of SCLS may be inspected by any member of the Board of Directors or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI. FISCAL YEAR AND AUDIT

The fiscal year of SCLS shall begin on January 1st of each year and end at midnight on the 31st of December of each year. After the close of the fiscal year there shall be an audit conducted by an independent certified public accountant designated each year by resolution of the Board of Directors.

ARTICLE XII. LEGAL SERVICES CORPORATION ACT

SCLS recognizes that its activities are subject to the provision of the LSC Act, and the rules, regulations and guidelines promulgated pursuant to the LSC Act. Whenever any provision of these Bylaws shall be in conflict with the Act, or any of the rules, regulations or guidelines of the LSC Act, to the extent necessary for SCLS to be in compliance, these Bylaws shall be deemed to be amended.

ARTICLE XIII. INDEMNIFICATION

SCLS shall expeditiously indemnify and advance expenses to directors and officers of SCLS to the fullest extent allowed under South Carolina Code §§ 33-31-850 through 33-31-858, and any amended or successor provisions thereof (the "Indemnification Law"). To the extent that the Indemnification Law allows indemnification and advancement of expenses to be made or paid to any such person at the discretion of a particular body or person, or upon a finding by a

particular body or person, this Article XIII shall be construed to mandate the exercise of such discretionary authority or the making of such finding in order to provide indemnification and advancement of expenses to the maximum extent allowable under the Indemnification Law. SCLS may, but shall not be required to, indemnify and advance expenses to any agent or employee (as those terms are used in the Indemnification Law) of SCLS who is not also a director or officer of the Corporation. (Amended 12/19/14)

ARTICLE XIV. CONFLICT OF INTEREST (Amended 12/19/14)

The Board shall annually acknowledge compliance with the SCLS conflict of interest policy and shall sign a statement that he or she:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy;
- d. Understands SCLS is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. (Amended 12/19/14)

ARTICLE XV. AMENDMENTS

The Board of Directors, upon five days notice in writing, may amend, revise, add to, repeal or rescind these Bylaws and/or adopt new bylaws by a two-thirds vote of the members present at any meeting of the Board of Directors at which a quorum shall be present. Electronic Mail (E-Mail) is an acceptable form of written notice. (Amended 12/16/09)

ARTICLE XVI. EFFECTIVE DATE

These Bylaws were duly adopted effective as of the 31st day of December, 2001. These Bylaws were amended on December 16, 2009, June 20, 2014, December 19, 2014 and March 29, 2019.