

BYLAWS OF
SOAPSTONE PRESERVATION ENDOWMENT

ARTICLE I.

NAME

1.1 Name. The name of the corporation is Soapstone Preservation Endowment.

1.2 Articles of Organization. The corporation is a non-profit corporation organized under the laws of the State of South Carolina. Its articles of organization comprise its articles of incorporation and these bylaws as from time to time amended.

1.3 Purpose. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3). Subject to the foregoing, the specific purposes of the corporation are to help fund the expenses of maintaining the property of Soapstone Baptist Church, to manage public access to that property and to oversee preservation of the church land and buildings for their historic and cultural values. The corporation may not engage, other than as an insubstantial part of its activities, in activities which are not in furtherance of such purpose.

ARTICLE II.

OFFICES

2.1 Business Office. The original principal office of the corporation shall be within the State of South Carolina and shall be located in Greenville County. The board of directors may change the location of the principal office in accordance with Section 33-31-505 of the South Carolina Non Profit Corporation Act. The corporation may have such other offices, either within or without the State of South Carolina, as the board of directors may designate or as the business of the corporation may require.

2.2 Registered Office and Agent. The registered office of the corporation, required by Section 33-31-501 of the South Carolina Non Profit Corporation Act, must be the same address as that of the registered agent of the corporation. The agent must be either an individual who is a resident of South Carolina, a domestic business or nonprofit corporation, or a foreign business or non profit corporation authorized to transact business in South Carolina. The registered office or registered agent may be changed from time to time, in accordance with Section 33-31-502 of the South Carolina Non Profit Corporation Act.

ARTICLE III.

BOARD OF DIRECTORS

3.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

3.2 Election of Directors. The initial number of Directors shall be seven. The initial members of the Board of Directors shall be divided into three (3) classes, which shall be composed of the following number of directors with the following initial terms:

The first class shall be composed of two (2) Directors, whose term shall expire on June 30, 2024.

The second class shall be composed of two (2) Directors, whose term shall expire on June 30, 2025.

The third class shall be composed of three (3) Directors, whose term shall expire on June 30, 2026.

The Board shall be self-perpetuating with the current Board electing directors to succeed those Directors whose terms expire for a three (3)-year term of office. Each Director shall hold office until his or her successor has been duly elected and qualified or until there is a decrease in the authorized number of Directors. Directors shall serve no more than two three year terms but may be re-elected to the Board after a one-year absence.

3.3 Number, Tenure and Qualification of Directors. The number of directors may be increased or decreased by action of the board of directors. Each director shall hold office until the next annual meeting or until removed. However, if his/her term shall expire, he/she shall continue to serve until his/her successor is duly elected and qualified or until there is a decrease in the number of directors. Directors need not be residents of the State of South Carolina.

3.4 Resignation of Directors. A director may resign at any time by delivering written notice to the board of directors, its presiding officer, or to the president or secretary. A resignation is effective when the notice is effective unless the notice states a later date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

3.5 Removal of Directors. A director elected by the board may be removed with or without cause by the vote of two-thirds of the directors then in office.

3.6 Vacancy on the Board. Unless the articles of incorporation provide otherwise, if a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the board of directors may fill the vacancy by majority vote. If the directors

remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

3.7 Action Without a Meeting. Unless the articles of incorporation provide otherwise, action required or permitted by the South Carolina Non-Profit Corporation Act to be taken at a board of directors' meeting may be taken without a meeting if the action is assented to by all members of the board. The action may be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action evidenced by written consents under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

3.8 Committees.

(a) Creation of Committees.

Unless the articles of incorporation provide otherwise, the board of directors may create one or more committees and appoint members of the board of directors and non-members of the Board to serve on them or the president, if so delegated by the board, may appoint members to serve on committees created by the board. Each committee must have two or more members, who serve at the pleasure of the board of directors.

(b) Selection of Members.

The creation of a committee and appointment of members to it must be approved by a majority of all the directors in office when the action is taken.

3.9 Regular Meetings. An annual meeting of the board of directors shall be held and the board of directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. The regular meetings may be held in or out of the State of South Carolina. The board may permit any or all directors to participate in a regular meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other simultaneously during the meeting. A director participating in meeting by this means is deemed to be present at the meeting.

3.10 Special Meetings. Unless otherwise provided in the articles of incorporation, special meetings of the board of directors may be called by or at the request of the chairman of the board, the president or a majority of the board of directors. The person authorized to call special meetings of the board of directors may fix any place, only within the County of South Carolina where this corporation has its principal office or an adjoining county as the place for holding any special meeting of the board of directors such meeting may be held by telephone.

3.11 Call and Notice of Meetings. Unless the articles of incorporation provide otherwise, regular meeting may be held without notice. Unless otherwise provided, special meetings of the

board of directors must be preceded by at least two days' notice to each director of the date, time, and place, but not the purpose, of the meeting. A board action to remove a director is not valid unless each director is given at least seven days' written notice that the matter will be voted upon at a directors' meeting or unless notice is waived. Unless otherwise provided in the articles, the presiding officer of the board, the president, or at least twenty percent of the directors then in office may call and give notice of a meeting of the board.

3.12 Waiver of Notice. A director may waive notice of a meeting. The waiver must be in writing, signed by the director entitled to the notice and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director objects to lack of notice and does not thereafter vote for or assent to the objected to action.

3.13 Quorum and Voting. Unless otherwise provided, a quorum of directors consists of a majority of the directors in office immediately before a meeting commences. In no event may the articles or bylaws authorize a quorum of fewer than the greater of one-third of the number of directors in office or two directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board.

A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is considered to have assented to the action taken unless:

- 1) the director objects at the beginning of the meeting to holding the meeting or transacting business at the meeting;
- 2) the director votes against the action and the vote is entered in the minutes of the meeting;
- 3) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- 4) the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action.

3.14 Emeritus Board. Board members who have completed their term(s) and who do not wish to stand for election for another term or active members who do not wish to remain on the Board of Directors may transition to the Emeritus Board. Emeritus members may attend meetings of the Board, except for Executive Sessions, but do not have voting privileges. Emeritus members names will be included on the organization's website.

ARTICLE IV.

OFFICERS

4.1 Number of Officers. The officers of the corporation shall be a president, a secretary, a treasurer, and such other officers as are appointed by the board of directors. Such other officers and assistant officers as may be deemed necessary, including vice-presidents, may be appointed by the board of directors. The same individual may simultaneously hold more than one office in the corporation.

4.2 Removal and Resignation of Officers. An officer may resign at any time by delivering notice to the corporation. A resignation is effective when notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future date and the corporation accepts the future effective date, its board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. The board of directors may remove an officer at any time with or without cause. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer shall not of itself create contract rights.

4.3 President. The president shall be the principal executive officer of the corporation, and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. She or He shall, when present, preside at all meetings of the board of directors, unless a Chairman of the Board of directors shall have been designated by the board. She or He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the president and such other duties as may be prescribed by the board of directors from time to time.

4.4 The Vice Presidents. If appointed, in the absence of a president or in the event of his/her death, inability or refusal to act, the vice president(s) 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. If there is no vice president, then the treasurer shall perform such duties of the president. Any vice president shall perform such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

4.5 The Secretary. The secretary shall: 1) keep the minutes of the proceedings of the board of directors in one or more books provided for that purpose; 2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; 3) be custodian of the corporate records and of any seal of the corporation, see that it is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; 4) when requested

or required, authenticate any records of the corporation; and 5) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

4.6 The Treasurer. The treasurer shall: 1) have charge and custody of and be responsible for all funds and securities of the corporation; 2) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors; and 3) in general, perform all of the duties incident to the office of the treasurer and such other duties as from time to time may be assigned to him/her by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the board of directors shall determine.

4.7 Assistant Secretaries and Assistant Treasurers. The assistant secretaries, when authorized by the board of directors, may sign with the president or a vice president, documents relating to the management of the corporation. The assistant treasurers shall respectively, if required by the board of directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president or board of directors.

ARTICLE V.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

5.1 Indemnification of Directors. The corporation shall indemnify any individual made a party to a proceeding because he/she is or was a director of the Corporation against liability incurred in the proceeding to the fullest extent permitted by law.

5.2 Indemnification of Officers. The board of directors may indemnify and advance expenses to any officer of the corporation, who is not a director of the corporation, pursuant to Section §33-31-852 and is entitled to apply for court-ordered indemnification under Section 33-31-854 to the same extent as a director.

ARTICLE VI.

CORPORATE SEAL

6.1 Corporate Seal. The board of directors may provide a corporate seal which may be circular in form and have inscribed thereon any designation including the name of the corporation, South Carolina as the state of incorporation, and the words "Corporate Seal".

ARTICLE VII.

EMERGENCY BYLAWS

7.1 Emergency Bylaws. Unless the articles of incorporation provide otherwise, the directors of the corporation may adopt, amend, or repeal bylaws to be effective only in an emergency, which is defined as when a quorum of the corporation's directors cannot be readily assembled because of a catastrophic event. The emergency bylaws may provide special procedures necessary for managing the corporation during the emergency, including a) how to call a meeting of the board; b) quorum requirements for the meeting; and c) designation of additional or substitute directors. Corporate action taken in good faith in accordance with the emergency bylaws binds the corporation and may not be used to impose liability on a corporate director, officer or employee. The provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends. A corporate director, officer or employee is not liable for deviation from normal procedures if the conduct was authorized by emergency bylaws adopted as provided in this section.

ARTICLE VIII.

AMENDMENTS

8.1 Amendments. The corporation's board of directors may amend or repeal any of the corporation's bylaws subject to any approval required pursuant to Section §33-31-1020 of the South Carolina Non-Profit Corporation Act. The corporation shall provide notice of any meeting of directors at which an amendment is to be approved. This notice must also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. The amendment must be approved by a majority of the directors in office at the time the amendment is adopted.

Adopted: June 22, 2022
Amended: February 17, 2026