

# BY-LAWS OF THE SOUTH CAROLINA EDUCATIONAL TELEVISION COMMISSION

## PREAMBLE

Pursuant to the powers vested in the South Carolina Educational Television Commission, as provided by law, the following is hereby adopted and declared as the By-laws of the South Carolina Educational Television Commission.

## ARTICLE I

### STATUTORY NAME AND PURPOSE

Section 1. The South Carolina Educational Television Commission (hereafter "the Commission") is the body established by statute and charged with the responsibility of providing a statewide educational communications system to serve the needs of the people of SC. That system is South Carolina Educational Television (SCETV). The Commission appointments and terms of members and the duties of the Commission are prescribed more specifically in Section 59-7-10 as amended effective January 1, 1992.

## ARTICLE II

### THE COMMISSION

Section 1. In addition to all other powers vested in it under law, the Commission shall establish policy of the Commission and for SCETV. These duties include but are not limited to the approval of major departmental policies, budget reviews and approval, and the hiring, replacement and evaluation of the President.

Section 2. The Governor shall appoint members for 6-year terms, one from each congressional district and one from the State at-large who shall serve as Chairman. The Superintendent of Education shall serve as an ex officio member.

## ARTICLE III

### OFFICERS AND THEIR DUTIES

Section 1. The officer of the Commission shall be a Chairman designated by the Governor in accordance with the Statutes who shall be a member at large.

Section 2. If the sitting Chairman is unable to fulfill his/her duties, an interim Chairman may be appointed by a majority vote of the Commission until such a time as the Governor duly fills the office.

Section 3. The Chairman shall represent the Commission before all public bodies, preside at the meetings of the Commission, sign, on behalf of the Commission, papers authorized by the Commission as required by law, and perform such other duties as the Commission may from time to time assign. The Chairman may appoint members of the Commission to chair and/or serve on a committee at his/her discretion.

## ARTICLE IV

### PRESIDENT

Section 1. The President of SCETV shall be employed by and serve at the pleasure of the Commission. The President shall be the chief executive officer of SCETV and exercise general superintendence over the day-to-day operations of SCETV.

Section 2. The President shall report to the Commission. All officers of SCETV and all staff members and employees of SCETV shall be responsible to and report to the President. Rules, regulations, directions or orders of the Commission directed to the officers and staff of SCETV shall be communicated through the President.

Section 3. In the absence of the President, his/her duties shall be performed on an interim basis by a Vice President as the President shall designate; or in the event of his/her failure so to designate, as the Chairman shall designate, provided that the Chairman's designation, if one is necessary, must be ratified by a majority of the Commission at its next meeting.

Section 4. The Chairman shall appoint and chair the Selection Committee to fill the office of President should it be vacant for any reason. The Selection Committee's nomination of the new President must be presented for approval by the Commission.

## ARTICLE V

### COMMISSION MEETINGS

Section 1. The Chairman shall schedule at least four regular meetings each year and shall ensure that legal notice of the annual meeting schedule is given and that public postings of the time and place of individual meetings and agendas occur, as required by law.

Section 2. Agenda for regular meetings of the Commission shall be forwarded to the Commission members at least seven (7) days in advance of each meeting; provided

that discussions and actions by the Commission shall not be limited to the items included in the agenda, and any business which is not inconsistent with the By-laws and within the duties and powers of the Commission may be transacted at each regular meeting.

Section 3. Special meetings of the Commission may be called at the request of the Chairman or of any three members at any time upon five days notice, where practical, to all Commission members. The person or persons authorized to call meetings shall also set the time and place of the meetings. Any business before the Commission may be transacted at a special meeting and shall not be limited to matters identified in the notice for the meeting. The Commission may conduct its meetings by means of a conference telephone bridge or similar communications equipment, provided that all persons participating in the meeting can hear each other at the same time.

Section 4. A quorum of any Commission meeting shall consist of a majority of the members of the Commission. Proxy voting is not permissible.

Section 5. The Commission may, from time to time, hold executive sessions from which the public and staff members may be excluded. Upon conclusion of an executive session, the chair shall state for the record the purpose of the executive session.

Section 6. When conducting either regular or special meetings, the Commission shall comply with all applicable Freedom of Information Acts. These include, where applicable, the recording and approval of minutes, and where reasonably practical, providing advance notice of such meetings to the public.

## ARTICLE VI

### AMENDMENTS TO THE BY-LAWS

Section 1. These By-laws supersede all earlier By-laws and may be amended by majority vote of the members of the Commission at any regular meeting, provided the proposed amendment or amendments have been sent to each member seven days before the meeting.

## ARTICLE VII

### ROBERTS RULES OF ORDER NEWLY REVISED

Section 1. The rules contained in Robert's Rules of Order Newly Revised shall govern the Commission, where not inconsistent with the By-laws of this Commission.

Date Approved: June 13, 2002

# The State of South Carolina

EXECUTIVE DEPARTMENT

## CERTIFICATE OF INCORPORATION BY THE SECRETARY OF STATE

WHEREAS, **Elaine T. Freeman, 1029 Woodburn Rd., Spartanburg, S. C.**  
**Richard E. Tukey, 209 Arbor Rd., Spartanburg, S. C.**

two or more of the officers or agents appointed to supervise or manage the affairs of

### THE ETV ENDOWMENT OF SOUTH CAROLINA, INC.

which has been duly and regularly organized, did on the **12th** day of  
**October**, A. D. 19 **77**, file with Secretary of State a written declaration setting forth:

That, at a meeting of the aforesaid organization held pursuant to the by-laws or regulations of the said organization, they were authorized and directed to apply for incorporation.

That, the said organization holds, or desires to hold property in common for Religious, Educational, Social, Fraternal, Charitable or other eleemosynary purpose, or any two or more of said purposes, and is not organized for the purpose of profit or gain to the members, otherwise than is above stated, nor for the insurance of life, health, accident or property; and that three days' notice in the **Spartanburg Herald-Journal**, a newspaper published in the County of **Spartanburg**, has been given that the aforesaid Declaration would be filed.

AND WHEREAS, *Said Declarants and Petitioners* further declared and affirmed:

FIRST: Their names and residences are as above given.

SECOND: The name of the proposed Corporation is **THE ETV ENDOWMENT OF SOUTH CAROLINA, INC.**

THIRD: The place at which it proposes to have its headquarters or be located is **1029 Woodburn Rd.  
Spartanburg, S. C.**

FOURTH: The purpose of the said proposed Corporation is **exclusively non-profit, educational, and eleemosynary; to support and promote South Carolina educational public broadcasting activities; no part of the activities of which shall be the carrying on of propaganda, or otherwise attempting to influence legislation or engaging in political campaigns. In the event of dissolution, the residual assets of this corporation shall be turned over to another organization which is itself exempt from Federal Income Tax as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.**

FIFTH: The names and residences of all Managers, Trustees, Directors or other officers are as follows:

<b>Nella Gray Barkley</b>	<b>106 Tradd St., Chas., S. C.</b>	<b>Trustee &amp; Pres.</b>
<b>Richard E. Tukey</b>	<b>209 Arbor Rd., Spartanburg, S.C.</b>	<b>Trustee &amp; Sec.-Treas.</b>
<b>Hugh M. Chapman</b>	<b>5033 Wittering Dr., Cola., S. C.</b>	<b>Trustee</b>
<b>Elaine T. Freeman</b>	<b>1029 Woodburn Rd., Spartanburg, S.C.</b>	<b>Exec. Director</b>

SIXTH: That they desire to be incorporated: **in perpetuity**

NOW, THEREFORE, I, O. FRANK THORNTON, Secretary of State, by virtue of the authority in me vested, by Chapter 13, Title 12, Code of 1962, and Acts amendatory thereto, do hereby declare the said organization to be a body politic and corporate, with all the rights, powers, privileges and immunities, and subject to all the limitations and liabilities, conferred by said Chapter 13, Title 12, Code of 1962, and Acts amendatory thereto.

GIVEN under my hand and the seal of the State, at Columbia,  
 this **12th** day of **October**  
 in the year of our Lord one thousand nine hundred and  
**77** and in the two hundred and  
**202nd** year of the Independence of the  
 United States of America.

O. FRANK THORNTON,  
 Secretary of State.



THE STATE OF SOUTH CAROLINA

EXECUTIVE DEPARTMENT

By the Secretary of State

Whereas, **Richard E. Tukey, High M. Chapman, James P. Covington, Jr.**

a majority of the Board of Directors of

**THE ETV ENDOWMENT OF SOUTH CAROLINA, INC.**

a corporation created under and pursuant to the laws of South Carolina, by certificate issued by the

Secretary of State on the **12th** day of **October**, A. D. 19 **77**.

HAVE CERTIFIED, over their signatures, Resolutions authorizing in behalf of the aforesaid Corporation

The purpose of the said proposed Corporation is to be organized exclusively for non-profit, educational and eleemosynary purposes as described in Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended; to support and promote South Carolina educational public broadcasting activities; no part of the activities of which shall be the carrying on of propaganda, or otherwise attempting to influence legislation or engaging in political campaigns. Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954, as amended, or any other corresponding provision of any future United States Internal Revenue law. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c)(3) and \* (authorized and set forth in the certificate aforesaid), which Resolutions were adopted pursuant to law, at a meeting of the stockholders of the aforesaid Corporation, of which thirty days' notice was given, which notice stated the purpose of the aforesaid meeting, and further, that said Resolutions were adopted by a majority vote, and that in all respects there has been complied with the provisions of Title 12, Chapter 13, Code of Laws of South Carolina, 1962, and all amendments thereto.

NOW, THEREFORE, I **O. Frank Thornton** Secretary of State, by virtue of the authority in me vested by Chapter aforesaid, of the Code of Laws of South Carolina, 1962, and amendments thereto, do hereby certify that the requirements of law for said amendment have been complied with, and for good and sufficient reasons to me appearing, do hereby certify that the charter of the aforesaid Company has been so amended.

**\*170 (c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.**

GIVEN under my hand and the seal of the State at Columbia,

this **17th** day of **November**,

in the year of our Lord One Thousand nine hundred and **77**

and in the two hundred and **second**

year of the Independence of the United States of America.

O. FRANK THORNTON,  
Secretary of State.

## THE STATE OF SOUTH CAROLINA

## EXECUTIVE DEPARTMENT

By the Secretary of State

Whereas, Wince G. Chapman, Joseph P. Griffith, Marshall C. Grigsby, Blair Rice, Jr., Robert V. Royall, Jr., Cordes G. Seabrook, Jr., James H. Small, Joel A. Smith, III, O. Stanley Smith, Jr., John A. Warren

a majority of the Board of Directors of

THE ETV ENDOWMENT OF SOUTH CAROLINA, INC.

a corporation created under and pursuant to the laws of South Carolina, by certificate issued by the

Secretary of State on the 12th day of October, A. D. 19 77

HAVE CERTIFIED, over their signatures, Resolutions authorizing in behalf of the aforesaid Corporation

(authorized and set forth in the certificate aforesaid), which Resolutions were adopted pursuant to law, at a meeting of the stockholders of the aforesaid Corporation, of which thirty days' notice was given, which notice stated the purpose of the aforesaid meeting, and further, that said Resolutions were adopted by a majority vote, and that in all respects there has been complied with the provisions of Title 33, Chapter 31, Code of Laws of South Carolina, 1976 and all amendments thereto.

NOW, THEREFORE, I John T. Campbell Secretary of State, by virtue of the authority in me vested by Chapter aforesaid, of the Code of Laws of South Carolina, 1976, and amendments thereto, do hereby certify that the requirements of law for said amendment have been complied with, and for good and sufficient reasons to me appearing, do hereby certify that the charter of the aforesaid Company has been so amended.

GIVEN under my hand and the seal of the State at Columbia.

this 23rd day of November  
in the year of our Lord One Thousand nine hundred and 88  
and in the two hundred and thirteenth  
year of the Independence of the United States of America.

Secretary of State.

## THE STATE OF SOUTH CAROLINA

## EXECUTIVE DEPARTMENT

By the Secretary of State

Whereas, Wince G. Chapman, Joseph P. Griffith, Marshall C. Grigsby, Blair Rice, Jr., Robert V. Royall, Jr., Cordes G. Seabrook, Jr., James H. Small, Joel A. Smith, III, O. Stanley Smith, Jr., John A. Warren

a majority of the Board of Directors of

THE ETV ENDOWMENT OF SOUTH CAROLINA, INC.

a corporation created under and pursuant to the laws of South Carolina, by certificate issued by the  
Secretary of State on the 12th day of October, A. D. 19 77

HAVE CERTIFIED, over their signatures, Resolutions authorizing in behalf of the aforesaid  
Corporation

"RESOLVED, that the members of the Board of Trustees of the Foundation, desiring to amend the Charter of the Foundation as first amended, do hereby certify that Article FOURTH of the Charter, as first amended, be, and it hereby is, further amended by deleting the Article in its entirety and substituting the following in lieu thereof:

'FOURTH: The purpose of the Corporation is to operate exclusively for non-profit, educational and eleemosynary purposes as described in Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended; to support and promote South Carolina educational public broadcasting activities; no part of the activities of which shall be the carrying on of propaganda, or otherwise attempting to influence legislation or engaging in political campaigns. Notwithstanding any other provisions of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. In the event of dissolution, the residual assets of the Corporation will be turned over to the South Carolina Educational Television Commission; provided, however, in the event that the South Carolina Educational Television Commission is not operating at the time of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code or 1954, as amended, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.'

'IT IS FURTHER RESOLVED, that the Board of Trustees of the Foundation and/or its authorized agent(s), as may be most practical and expedient, are authorized to file Application for Amendment of Eleemosynary Charter in accordance with the aforesaid amendments; and the Charter, as amended, shall be and the same hereby is, adopted as the Charter of the Foundation, effective upon issuance by the Secretary of State.'

Secretary of State.

# Application for Amendment of Eleemosynary Charter

For Use By  
The Secretary of State  
File No. 13,527  
Form No. 4477  
Fee Paid \$ 2.50 cash  
e.B.R. 7-15654  
Date 11-17-77  
Bk. 977 Page 24  
Amend.

SECRETARY OF STATE  
**FILED**  
NOV 17 1977  
A.M.  
7 8 9 10 11 12 1 2 3 4 5 6 P.M.

THE STATE OF SOUTH CAROLINA,

County of Spartanburg

To the Secretary of State of South Carolina:

WHEREAS, There was issued by the Secretary of State a charter dated October 12, 1977  
constituting and creating The ETV Endowment of South Carolina, Inc.  
into an eleemosynary corporation, under the laws of this State, with its principal place of business at  
1029 Woodburn Road, in the City of Spartanburg  
(Street and No.)  
County of Spartanburg and the State of South Carolina, empowering it to engage in  
the business as set forth in Declaration and Petition.

The undersigned, representing a majority of the duly elected and qualified members present after due  
notice, hereby certify that not less than five days notice (a copy of which is hereto attached) was given in the  
\_\_\_\_\_, a newspaper published in the  
County of \_\_\_\_\_ on \_\_\_\_\_, 19\_\_\_\_ or (by written notice  
Certified mailed to each member) of a meeting of members on November 10, 1977  
which notice stated the time and place of meeting and the purpose thereof.

And further, that said meeting was duly held pursuant to notice, and a resolution was adopted by a ma-  
jority vote as follows:

## Insert Resolution

RESOLVED, that Article Fourth of the Certificate of Incorporation of The ETV  
Endowment of South Carolina, Inc. be, and it hereby is, amended by deleting it  
in its entirety and substituting the following in lieu thereof: (see attached)

And, further, your petitioners certify that they have complied in all respects with Title 12-761, of the Code  
of Laws of South Carolina, 1962, and all amendments thereto.

Wherefore they pray that the charter of the said The ETV Endowment of South Carolina, Inc.

be so amended.

Dated at Spartanburg, S.C., this 10th day of November, 19 77

DIRECTORS OR AUTHORIZED MANAGING BOARD MUST SIGN BELOW  
(Please type or print name opposite signature)

<u>[Signature]</u> (Signature)	<u>Richard E. Tukey</u> (Type or Print Name)
<u>[Signature]</u> (Signature)	<u>Hugh M. Chapman</u> (Type or Print Name)
<u>[Signature]</u> (Signature)	<u>James P. Covington</u> (Type or Print Name)
_____ (Signature)	_____ (Type or Print Name)
_____ (Signature)	_____ (Type or Print Name)
_____ (Signature)	_____ (Type or Print Name)
_____ (Signature)	_____ (Type or Print Name)

APPLICATION FOR AMENDMENT OF ELEEMOSYNARY CHARTER

THE ETV ENDOWMENT OF SOUTH CAROLINA, INC.

**"FOURTH:** The purpose of the said proposed Corporation is to be organized exclusively for non-profit, educational and eleemosynary purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; to support and promote South Carolina educational public broadcasting activities; no part of the activities of which shall be the carrying on of propaganda, or otherwise attempting to influence legislation or engaging in political campaigns. Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or any other corresponding provision of any future United States Internal Revenue law. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose. "



# Application for Amendment of Eleemosynary Charter

Filing Fee \$2.50

For Use By  
The Secretary of State  
File No. 13527  
Form No. \_\_\_\_\_  
Fee Paid \$ \_\_\_\_\_  
C. B. \_\_\_\_\_  
Date \_\_\_\_\_  
Bk. 1987 Page 259  
Amended

THE STATE OF SOUTH CAROLINA,

County of SPARTANBURG

To the Secretary of State of South Carolina:

NOV 23 1988

JSR 01/02 4773

08-018152/88-018152 16:19:09 004

11-23-88 FMT:\$2.50

SECT OF STATE OF SOUTH CAROLINA

WHEREAS, There was issued by the Secretary of State a charter, dated October 12, 1977 amended November 17, 1977, constituting and creating THE ETV ENDOWMENT OF SOUTH CAROLINA, INC.

into an eleemosynary corporation, under the laws of this State, with its principal place of business at

1029 Woodburn Road, in the City of Spartanburg  
(Street and No.)

County of Spartanburg, and the State of South Carolina, empowering it to engage in the business as set forth in Declaration and Petition.

The undersigned, representing a majority of the duly elected and qualified members present after due notice, hereby certify that not less than five days notice (a copy of which is hereto attached) was given in the

~~newspaper published in the~~  
~~County of~~ by written notice

Certified mailed to each member) of a meeting of members on October 14, 1988  
which notice stated the time and place of meeting and the purpose thereof.

And further, that said meeting was duly held pursuant to notice, and a resolution was adopted by a majority vote as follows:

## Insert Resolution

"RESOLVED, that the members of the Board of Trustees of the Foundation, desiring to amend the Charter of the Foundation as first amended, do hereby certify that Article FOURTH of the Charter, as first amended, be, and it hereby is, further amended by deleting the Article in its entirety and substituting the following in lieu thereof:

'FOURTH: The purpose of the Corporation is to operate exclusively for non-profit, educational and eleemosynary purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; to support and promote South Carolina educational public broadcasting activities; no part of the activities of which shall be the carrying on of propaganda, or otherwise attempting to influence legislation

And, further, your petitioners certify that they have complied in all respects with Section 33-31-130, of the Code of Laws of South Carolina, 1976, and all amendments thereto.

Wherefore they pray that the charter of the said THE ETV ENDOWMENT OF SOUTH CAROLINA, INC.

be so amended.

Dated at Columbia, South Carolina, This 14th day of October, 19 88

DIRECTORS OR AUTHORIZED MANAGING BOARD MUST SIGN BELOW  
(Please type or print name opposite signature)

<u>Wince G. Chapman</u> (Signature)	Wince G. Chapman (Type or Print Name)
<u>Joan S. Coker</u> (Signature)	Joan S. Coker (Type or Print Name)
<u>Judy I. Cromwell</u> (Signature)	Judy I. Cromwell (Type or Print Name)
<u>William N. Geiger, Jr.</u> (Signature)	William N. Geiger, Jr. (Type or Print Name)
<u>Joseph P. Griffith</u> (Signature)	Joseph P. Griffith (Type or Print Name)
<u>Marshall C. Grigsby</u> (Signature)	Marshall C. Grigsby (Type or Print Name)
<u>Michael G. Kazeef</u> (Signature)	Michael G. Kazeef (Type or Print Name)

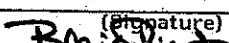

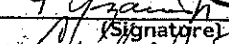
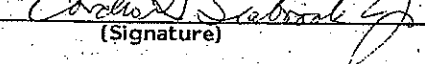
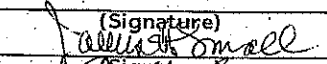

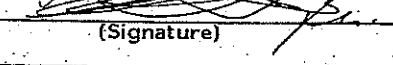
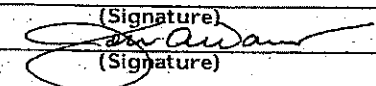
(OVER)-->

or engaging in political campaigns. Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. In the event of dissolution, the residual assets of the Corporation will be turned over to the South Carolina Educational Television Commission; provided, however, in the event that the South Carolina Educational Television Commission is not operating at the time of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

"IT IS FURTHER RESOLVED, that the Board of Trustees of the Foundation and/or its authorized agent(s), as may be most practical and expedient, are authorized to file Application for Amendment of Eleemosynary Charter in accordance with the aforesaid amendments; and the Charter, as amended, shall be and the same hereby is, adopted as the Charter of the Foundation, effective upon issuance by the Secretary of State."

#### CONTINUED

DIRECTORS OR AUTHORIZED MANAGING BOARD MUST SIGN BELOW  
(Please type or print name opposite signature)

(Signature) 	Ira McKissick Koger
(Type or Print Name)	
(Signature) 	Blair Rice, Jr.
(Type or Print Name)	
(Signature) 	Robert V. Royall, Jr.
(Type or Print Name)	
(Signature) 	Cordes G. Seabrook, Jr.
(Type or Print Name)	
(Signature)	James C. Self
(Type or Print Name)	
(Signature)	Charlotte F. Sloan
(Type or Print Name)	
(Signature) 	James H. Small
(Type or Print Name)	
(Signature) 	Joel A. Smith, III
(Type or Print Name)	
(Signature) 	O. Stanley Smith, Jr.
(Type or Print Name)	
(Signature)	Henry Tecklenburg, Jr.
(Type or Print Name)	
(Signature)	Judith A. Wall
(Type or Print Name)	
(Signature) 	John A. Warren
(Type or Print Name)	

NOTICE OF ANNUAL MEETING OF  
BOARD OF TRUSTEES OF  
THE ETV ENDOWMENT OF SOUTH CAROLINA, INC.

OCTOBER 14, 1988

The Annual Meeting of the Board of Trustees of The ETV Endowment of South Carolina, Inc. (referred to herein as the "Foundation") will be held at the offices of the South Carolina Educational Television Network, 2712 Millwood Avenue, Columbia, South Carolina 29205 on October 14, 1988 at Eleven O'clock A.M. for the purpose of amending the Charter and By-Laws of the Foundation and conducting such other business as may come before the meeting.

The following Resolutions will be proposed in order to amend the Charter and By-Laws of the Foundation:

Resolution 1: Second Amendment to Charter

"WHEREAS, a Certificate of Incorporation (Charter) was duly issued to the Foundation on October 12, 1977;

WHEREAS, the Charter was first amended on November 10, 1977;

WHEREAS, Section 33-31-130 of the 1976 South Carolina Code of Laws provides that any corporation organized for eleemosynary purposes may have its Charter amended by a majority vote of its members at a meeting held after notice has been given each member of the Foundation stating the time, place and purposes of the meeting; now, therefore, it is

RESOLVED, that the members of the Board of Trustees of the Foundation, desiring to amend the Charter of the Foundation as first amended, do hereby certify that Article FOURTH of the Charter, as first amended, be, and it hereby is, further amended by deleting the Article in its entirety and substituting the following in lieu thereof:

"**FOURTH:** The purpose of the Corporation is to operate exclusively for non-profit, educational and eleemosynary purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; to support and promote South Carolina educational public broadcasting activities; no part of the activities of which shall be the carrying on of propaganda, or otherwise attempting to influence legislation or engaging in political campaigns. Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. In the event of dissolution, the residual assets of the Corporation will be turned over to the South Carolina Educational Television Commission; provided, however, in the event that the South Carolina Educational Television Commission is not operating at the time of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose."

IT IS FURTHER RESOLVED, that the Board of Trustees of the Foundation and/or its authorized agent(s), as may be most practical and expedient, are authorized to file Application for Amendment of Eleemosynary Charter in accordance with the aforesaid amendments; and the Charter, as amended, shall be and the same hereby is, adopted as the Charter of the

Foundation, effective upon issuance by the Secretary of State.

Resolution 2: Amendment to By-Laws

"WHEREAS, Article XII of the By-Laws of the Foundation provides that the By-Laws may be amended by affirmative vote of majority of the Board of Trustees; now, therefore, it is

RESOLVED, that the members of the Board of Trustees of the Foundation, desiring to amend the By-Laws of the Foundation, do hereby certify that Section 4 of Article I of the By-Laws be, and it hereby is, amended by deleting the section in its entirety and substituting the following in lieu thereof:

"4. Purpose. The purpose of the Corporation is to operate exclusively for non-profit, educational and eleemosynary purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; to support and promote South Carolina educational public broadcasting activities; no part of the activities of which shall be the carrying on of propaganda, or otherwise attempting to influence legislation or engaging in political campaigns. Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. In the event of dissolution, the residual assets of the Corporation will be turned over to the South Carolina Educational Television Commission; provided, however, in the event that the South Carolina Educational Television Commission is not operating at the time of dissolution of the Corporation, the residual assets of the Corporation will be turned over to



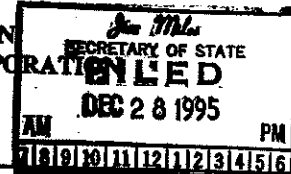
one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose."

IT IS FURTHER RESOLVED, that the By-Laws, as amended, shall be and the same hereby are, adopted as the By-Laws of the Foundation, effective upon issuance of the Charter, as likewise amended, by the Secretary of State.

Wince G. Chapman  
Secretary

Distribution to all Trustees

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE  
JIM MILES  
NONPROFIT CORPORATION  
NOTIFICATION BY EXISTING CORPORATION



1. The name of the nonprofit corporation is  
THE ETV ENDOWMENT OF SOUTH CAROLINA, INC.
2. Check the appropriate box as to state of incorporation:  
a. ☒ The corporation is incorporated in South Carolina.  
b. ☐ The corporation is not incorporated in South Carolina but is qualified to do business in South Carolina.
3. The registered office of the nonprofit corporation is  
1029 WOODBURN ROAD  
SPARTANBURG, SPARTANBURG SOUTH CAROLINA 29302  
(City) (County) (State) (Zip Code)  
The name of the registered agent of the nonprofit corporation at that office is  
ELAINE T. FREEMAN, EXECUTIVE DIRECTOR
4. If the principal office of the nonprofit corporation listed on the original declaration and petition for incorporation as a domestic nonprofit corporation or application for certificate of authority to transact business as a foreign nonprofit corporation is no longer the location of the corporation's principal office list the corporation's current address:  
(Street & Number) (City)  
(County) (State) (Zip Code)
5. The corporation hereby elects to be designated as either a public benefit, religious, or mutual benefit corporation by checking the appropriate box. Check either box (a), (b), or (c) whichever is applicable. Check only one box.  
a. ☒ The nonprofit corporation is a public benefit corporation.  
b. ☐ The nonprofit corporation is a religious corporation.  
c. ☐ The nonprofit corporation is a mutual benefit corporation.

By: Elaine T. Freeman  
Elaine T. Freeman, Executive Director  
Name Capacity

FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
2. If space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form, or prepare this using a computer disk which will allow for expansion of space on the form.
3. This form must be accompanied by the filing fee of \$10.00 payable to the Secretary of State.

Form Approved by  
Secretary of State Jim Miles  
June, 1994

**BYLAWS**  
**of**  
**ETV ENDOWMENT OF SOUTH CAROLINA, INC.**

(As adopted April 10, 1978 and amended: September 24, 1981; October 26, 1987;  
October 14, 1980; October 30, 1989; October 17, 2006; February 16, 2011 and  
November 12, 2015)

**ARTICLE I**

Name. Seal. Offices and Purposes

1. Name. The name of the corporation is the ETV Endowment of South Carolina, Inc.
2. Seal. The seal of the corporation shall be circular in form and shall bear on its outer edge the words "ETV Endowment of South Carolina, Inc." The Board of Trustees may change the form of the seal or the inscription thereon at pleasure.
3. Purpose. The purpose of the corporation is to operate exclusively for non-profit, educational and eleemosynary purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; to support and promote South Carolina educational public broadcasting activities; no part of the activities of which shall be carrying on of propaganda, or otherwise attempting to influence legislation or engaging in political campaigns. Notwithstanding any other provisions of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. In the event of dissolution, the residual assets of the corporation will be turned over to the South Carolina Educational Television Commission; provided, however, in the event that the South Carolina Educational Television Commission is not operating at the time of dissolution of the Corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purposes.

## ARTICLE II

### Members

1. Membership. The membership shall consist of two classifications:

- a) Trustees. The Board of Trustees which shall be self-perpetuating. The Board, at a regularly called meeting, may also honor the distinguished service of retired or retiring trustees with the designation of Trustee Emeritus (non-voting).

- b) Associates of the Endowment. There shall be no eligibility restrictions for associate membership, which shall be attained through annual gifts to the corporation. Holders of associate membership shall have no voting rights by virtue of such membership in the election of Trustees and shall have no right to exercise any control, directly or indirectly, over the affairs or operations of the corporation. Failure to contribute to the corporation in two successive calendar years shall result in removal from the associate membership list.

2. Dissolution. No trustee or associate shall be entitled to share in the distribution of the corporate assets upon dissolution of the corporation.

## ARTICLE III

1. Duties. The business and property of the corporation shall be managed and controlled by a Board of Trustees. The Board of Trustees shall present at the annual meeting and file with the minutes thereof a report, verified by the President and Secretary, or by a majority of the trustees, showing: (a) the whole amount of real and personal property owned by the corporation, where located, and where and how invested as of the end of the immediately preceding fiscal year; (b) the amount and nature of the property acquired during the fiscal year immediately preceding the date of the report and the manner of the acquisition; (c) the amount applied, appropriated or expensed during the fiscal year immediately preceding such date and the purposes, object, or the persons to or for which such applications, appropriations, or expenditures have been made; and (d) the names and places of residence of the persons who have been elected trustees and who have been admitted to associate membership during the immediately preceding fiscal year.

2. Number and Designation. The number of trustees of the corporation shall not be less than three (3) nor more than twenty-four (24). While not required, at least twenty five (25%) percent of the members of the Board of Trustees should be, if practical, from outside the state of South Carolina. While not required, those members of the Board of Trustees from within the state of South Carolina should be, if practical, apportioned in number so as to represent with substantial equality the geographic sections of South Carolina.

The Chief Executive Officer of the South Carolina ETV Network, or his/her designated representative, shall be an ex-officio member of the Board of Trustees.

The Chairman of the Board of Directors of South Carolina Educational Communications, Inc. shall be an ex-officio member of the Board of Trustees.

3. Term. The term of office of each trustee shall be three (3) years with any trustee eligible for re-election to one successive three (3) year term; a former trustee shall become eligible for election following a one-year's absence from the Board; provided that the trustee named in the Certificate of Incorporation shall serve a six (6) year term ending June 30, 1984; and provided further, that the trustee elected by the trustees named in the Certificate of Incorporation during the fiscal year ending June 30, 1978, shall be elected for staggered terms of one (1), two (2) and three (3) years ending June 30 of each year beginning with June 30, 1979, in equal, or substantially equal, numbers each.

4. Nominations. The Nominating Committee of the Board of Trustees shall prepare a slate to fill vacancies and for the slate prepared during the fiscal year ending June 30, 1978, shall designate the term for which the person is being nominated to serve. The slate shall be sent to each trustee at least three (3) weeks prior to the meeting at which the election is to be held. Additional nominations may be made by any member of the Board of Trustees and presented at such meeting with the slate for election.

5. Election. Election of trustees shall be at the annual meeting of the Board of Trustees; except that the trustees elected by the trustees named in the Certificate of Incorporation during the fiscal year ending June 30, 1978, shall be elected at a special meeting or special meetings of the Board of Trustees called for that purpose.

6. Resignation. Any trustee may resign at any time by giving written notice of such resignation to the Board of Trustees.

7. Vacancies. Any vacancy in the Board of Trustees occurring during the year may be filled for the unexpired portion of the term by the trustees then serving, although less than a quorum, by affirmative vote of the majority thereof.

8. Annual Meetings. The annual meeting of the Board of Trustees shall take place within five months after the close of each fiscal year. At each annual meeting, the trustees shall, after the election of trustees, elect officers and transact such other business as may properly be brought before the meeting.

9. Special Meetings. Special meetings of the Board of Trustees may be called by the President and must be called by him/her on the written request of three (3) or more members of the Board; provided however, that there shall be called by the President at least one (1) special meeting during each fiscal year.



10. Notice of Meetings. Notice of all trustees' meetings, including the time, place and purposes, shall be given by mailing, calling or emailing the same at least seven (7) days before the meeting to the usual business or residence address of the trustee, but such notice may be waived by any trustee.

11. Chairman. At all meetings of the Board of Trustees, the President or the Secretary/Treasurer, or in their absence a Chairman chosen by the trustees present, shall preside.

12. Quorum. At all meetings of the Board of Trustees, one-third (1/3) of the trustees shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by statute or by these bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent trustee.

In the event that an in-person meeting cannot be conducted, the meeting may occur, and votes may be taken by telephone or email.

13. Contracts and Services. The trustees and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees of trust, or as agents for other persons or corporations, or may be interested in the same matter as stockholders, directors or otherwise; provided, however, that any contract, transaction or act on behalf of the corporation in a matter in which the trustees or officers are personally interested as stockholders, directors or otherwise shall be at arm's length and not violate the prescriptions in the Certificate of Incorporation against the corporation; use or application of its funds for private benefit; and provided further, that no contract, transaction or act shall be taken on behalf of the corporation if such contract, transaction or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may thereafter be amended. In no event, however, shall any person or other entity dealing with the trustees or officers be obligated to inquire into the authority of the trustees and officers to enter into or consummate any contract, transaction or other action.

14. Compensation. Trustees shall not receive any slated salary for their services as such, but by resolution of the Board, a fixed reasonable sum or expense for attendance, if any, or both may be allowed for attendance at the annual or any special meeting of the Board. The Board of Trustees shall have power in its discretion to contract for and to pay to trustees rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

15. Powers. All corporate power shall be and hereby is vested in and shall be exercised by the Board of Trustees. The Board of Trustees may, by general resolution, delegate to committees of their own number, or of officers of the corporation, such powers as they may see fit.

#### ARTICLE IV Officers

1. Number. The officers of the corporation shall be the President, Secretary, Treasurer and other officers with such powers and duties not inconsistent with these bylaws as may be appointed and determined by the Board of Trustees. Any two offices may be held by the same person.

2. Nominations. Officers shall be elected from a slate prepared by the Nominating Committee. The slate shall be sent to each trustee at least three (3) weeks before the annual meeting. Additional nominations may be made in writing by at least three (3) cooperating trustees. The nominations shall be received by the chairman of the Nominating Committee at least seven (7) days before the annual meeting. They shall be present with the slate for election.

3. Election Term of Office and Qualifications. The President, Secretary and Treasurer shall be elected from such slate annually by the Board of Trustees from among their number, and the other officers shall be so elected from such slate annually by the Board of Trustees from among such persons as the Board of Trustees may see fit, at each meeting of the Board of Trustees; provided however, that the initial officers of the corporation shall be elected at a special meeting of the Board of Trustees called for that purpose without regard to the provisions of Paragraph 2 prior to June 30, 1978. Each officer elected shall serve until the next annual meeting of the Board of Trustees, and until the election and qualification of his/her successor.

4. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification or any other cause the majority of the trustees then in office, although less than a quorum, may elect an officer to fill such vacancy from a slate submitted by the Nominating Committee, and the officer so elected shall hold office and serve until the election and qualification of his/her successor.

5. President. The President shall preside at all meetings of the Board of Trustees and the Executive Committee. He/she shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him/her by the Board of Trustees. He/she shall appoint all committee chairmen and shall serve ex-officio on all committees. He/she may sign any appropriate documents or papers of the corporation.

6. Secretary. The Secretary shall have charge of such books, documents and papers as the Board of Trustees may determine and shall have the custody of the

corporate seal. He/she shall attend and keep the minutes of all meetings of the Board of Trustees. He/she shall keep a record containing the names, alphabetically arranged, of all persons who are trustees or associate members, showing their places of residence, and such book shall be open for inspection as prescribed by law. He/she may sign any appropriate documents or papers of the corporation, and when so authorized or order by the Board of Trustees, he/she may affix the seal of the corporation. He/she shall, in general, perform all the duties incidental to the office of Secretary, subject to the control of the Board of Trustees, and shall do and perform such other duties as may be assigned to him/her by the Board of Trustees.

7. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Trustees. He/she may be required to give bond for the faithful performance of his/her duties, in such sum and with such sureties as the Board of Trustees may require. When necessary or proper, he/she may endorse on behalf of the corporation for collection checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Trustees may designate. He/she shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Trustees, he/she shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Trustees or by these bylaws to some other officer or agent of the corporation. He/she shall make such payments as may be necessary or proper to be made on behalf of the corporation. He/she shall enter regularly on the books of the corporation to be kept by him/her for that purpose, full and accurate account of all monies and obligations received and paid or incurred by him/her for or on account of the corporation, and shall exhibit such books at all reasonable times to any trustees on application at the offices of the corporation. He/she shall furnish a financial statement at each meeting of the Board of Trustees. He/she shall, in general, perform all duties incidental to the office of Treasurer, subject to the control of the Board of Trustees.

8. Salaries. The salaries of all officers, if any, shall be fixed by the Board of Trustees, shall be reasonable in amount and the fact that any officer is a trustee shall not preclude him/her from receiving a salary or from voting on the resolution providing for the same.

9. Removal. Any officer may be removed from office by the affirmative vote of two-thirds (2/3) of all the trustees at any regular or special meeting called for that purpose, for non-feasance, malfeasance or misfeasance, for conduct detrimental to the interest of the corporation, for lack of sympathy with its objectives or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting of the Board of Trustees at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Trustees at such meeting.

**ARTICLE V****Agents and Representative**

The Board of Trustees may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Trustees may see fit, so far as may be consistent with these bylaws, to the extent authorized as permitted by law.

**ARTICLE VI****Contracts**

The Board of Trustees, except as in these bylaws otherwise provided, may authorize any officer or agent to enter into contract, lease, mortgage, or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Trustees, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or rend it liable pecuniarily for any purpose or to any amount.

**ARTICLE VII****Standing Committees**

1. There shall be an Executive Committee composed of the officers of the corporation and such other trustees of the corporation as may be appointed annually by the President. The Executive Committee shall exercise the powers of the Board of Trustees, between meetings of the board, provided however, the actions of the Executive Committee shall be submitted to the Board for ratification at its next meeting.
2. There shall be a Nominating Committee, composed of the Executive Committee members, the functions of which shall be to prepare slates of candidates for election to the Board and to the elective offices of the corporation.
3. There shall be an Finance and Investment Committee, appointed by the President, which shall advise the Board and staff on all financial matters including review of the budget prior to adoption by the Board, compliance with rules and regulations related to financial matters and oversight of the investments and investment policy statements.
4. There shall be a Resource Development & Long Range Planning Committee, appointed by the President, which shall develop a long-range plan for corporate goals and strategies for achieving them.

5. There shall be a Public Relations Committee, appointed by the President, which shall enlist public support for the corporation and shall serve as the principal liaison to the associate membership.

6. There shall be an Audit Committee, appointed by the President, which shall advise the board and staff of all matters related to the audit of the financial statements, internal controls and relationship with the independent auditors.

7. There shall be a Compensation Committee, appointed by the President, which shall be responsible for establishing and approving the compensation of the Executive Director.

8. Special committees shall be appointed by the President with the approval of the Executive Committee which shall designate their powers and the terms of each committee's appointment.

#### **ARTICLE VIII**

##### **Voting upon Stock of Other Corporations**

Unless otherwise ordered by the Board of Trustees, the President shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers thereof this corporation might have possessed and exercised if present. The Board of Trustees may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

#### **ARTICLE IX**

The fiscal year of the corporation shall commence on July 1<sup>st</sup> of each year and end on June 30<sup>th</sup>.

#### **ARTICLE X**

##### **Prohibition against Sharing in Corporate Earnings**

No trustee, officer or associate member or employee of or member of a committee or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person or such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

#### **ARTICLE XI**

##### **Investments**



The corporation shall have the right to retain all or any part of any cash, securities or other property, real or personal, acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Trustees, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XII**

### **Amendments**

The Board of Trustees shall have power to make, alter, amend and repeal the bylaws of the corporation by affirmative vote of a majority of the Board; provided, however, that the action is proposed at an annual or special meeting, except as otherwise provided by law.

## **ARTICLE XIII**

Notwithstanding any other provisions of these bylaws, no trustee, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.