

**BY-LAWS
OF
LAKE HARTWELL 660 COALITION**

**ARTICLE I.
Name and Location**

Section 1. The name of the organization shall be Lake Hartwell 660 Coalition (hereinafter referred to as the "Corporation"). It has been incorporated as a nonprofit corporation under the laws of South Carolina.

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

**ARTICLE II.
Purpose**

Section 1. The purposes for which the Corporation is organized are exclusively related to promoting social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Specifically, the Corporation shall advocate and educate the general public and policy makers on the importance of lake level management and the impacts of changes in lake levels on the economy and ecosystems throughout the three dam lake system comprised of the Hartwell Lake and Dam Project, the Russell Lake and Dam Project and the Strom Thurmond Lake and Dam Project for the common good of all people in this region. The Corporation shall be organized and operated exclusively for the social welfare purposes described above. No part of any net earnings shall inure to the benefit of any private shareholder or individual. This Corporation shall irrevocably dedicate its assets to the social welfare activities described above or such other purposes as are allowed under Section 501(c)(4) of the Internal Revenue Code.

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

Section 3. In general, and subject to all those limitations and conditions as are or may be prescribed by law, the Corporation will exercise such other powers which may be necessary or incidental to the attainment of the purposes of the Corporation and may be exercised by an organization exempt under Section 501(c)(4) of the Internal Revenue Code of 1986 and its Regulations or the corresponding provision of any future United States Internal Revenue law.

Section 4. Notwithstanding any other provisions of this Article, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(4) of the Internal Revenue Code of 1986 and its Regulations or the corresponding provision of any future United States Internal Revenue law.

Section 5. Upon dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose, to be used and dedicated as nearly as practicable in accordance with the purposes of this Corporation as set forth herein. Any

consent in writing setting forth the action so taken that is signed by three-fourths (3/4ths) of the entire Board. The consent so signed shall be attached to the minutes of the next meeting of the Board.

Section 10. Creation or Termination of Standing Committees. The Board of Directors may create standing committees from time to time. A Standing Committee may be terminated, or consolidated with another committee by the Board of Directors after the Board has given written notice to each member of the Standing Committee.

ARTICLE IV. **Officers of the Board of Directors**

Section 1. Officers. The officers of the Corporation shall be a Chairperson of the Board, a Vice-Chairperson, a Secretary and a Treasurer. Any two (2) or more offices may be held by the same person except the offices of Chairperson and Secretary.

Section 2. Elections and Terms of Office. The officers of the Corporation shall be elected annually by the Board for one-year terms at the Annual Meeting. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

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

Section 5. Chairperson. The Chairperson shall preside at all meetings of the Board of Directors, establish Chairpersons of committees as needed, and generally perform such other duties as the Board of Directors may prescribe from time to time. The Chairperson shall be an ex-officio member of all committees with privileges of voting at all meetings.

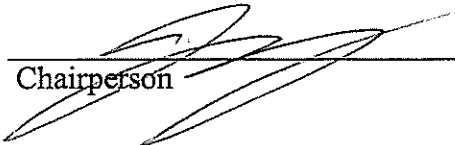
Section 6. Vice-Chairperson. In the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson.

Section 7. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall oversee the handling of all funds and securities of the Corporation; shall oversee monies due and payable to the Corporation from any source whatsoever, and shall oversee the deposit of all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 8. Secretary. The Secretary shall ensure that minutes of the meetings of the Board of Directors are kept in one (1) or more books provided for that purpose; see that all notices are

Corporation that its purposes cannot be optimally achieved on account of them, the Board may petition the Court of Common Pleas for Anderson County, South Carolina in a proceeding to which the Internal Revenue Service is given notice and to which the Attorney General of South Carolina is a party for permission to amend the same and such amendment, and as the Court in such action shall approve, shall become a part of these by-laws.

These by-laws stand approved by the Board of Directors in compliance with the mandates provided herein and signed and dated by an officer of the Corporation.



Chairperson

7/17/09

Date of Adoption