

**BYLAWS OF  
RONALD McDONALD HOUSE CHARITIES  
OF CHARLESTON, SOUTH CAROLINA, INC.  
(AMENDED 2017)**

The following constitutes the Bylaws of RONALD McDONALD HOUSE CHARITIES OF CHARLESTON, SOUTH CAROLINA, INC., a private, non-profit corporation organized under the laws of the State of South Carolina.

**ARTICLE I**

A. The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or any corresponding provision of any subsequent federal tax laws (the "Code").

B. The corporation's mission is to provide temporary lodging and support for eligible families of seriously ill children in a home-like environment through the operation of the Ronald McDonald House. The corporation also provides comfort and support to such families through the Ronald McDonald Family Room located in the Children's Hospital at the Medical University of South Carolina. Through both of these settings families are provided a forum to communicate and share experiences with other similarly situated families. The corporation also supports related programs that improve the health and enhance the lives of children, and relies heavily on the generous support of volunteers and donations from the Charleston and surrounding communities.

No activity shall be carried on by the corporation which is not consistent with the purposes set forth herein. No part of the net earnings for the corporation shall inure to the benefit of any incorporator, trustee or officer of the corporation or of any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). No activity of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation or participating or intervening in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office except to the extent an organization is permitted to do so under Section 501 (h) of the Code without jeopardizing the tax-exempt status of such organization under Section 501 (a) of the Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (a) of the Code, described in Section 501 (c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170( c)(2) of the Code.

C. In general, the corporation may carry on any business not contrary to the laws of the State of South Carolina and have and exercise all powers conferred by the laws of the State of South Carolina upon corporations formed thereunder; do any and all things herein set forth to the same extent as natural persons could do and do such things as principal or agent or in association with others; and to do any and all things necessary, suitable, convenient, incidental or proper for the accomplishment of all the purposes, objects, powers and business of the corporation.

The foregoing provisions of this Article I shall be construed as stated powers as well as objects and the enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the meaning of general terms, objects and powers, nor shall the expression of one thing be deemed to exclude another although it be of like nature not expressed.

## **ARTICLE II MEMBERS**

The corporation shall not have members.

## **ARTICLE III ROBERT'S RULES OF ORDER**

All business meetings of the corporation shall be conducted according to Robert's Rules of Order unless otherwise provided herein.

## **ARTICLE IV BOARD OF DIRECTORS**

Section 1. Management. All powers of the corporation shall be exercised by and under the authority of the Board of Directors, and the property, business, and affairs of the corporation shall be managed under the direction of the Board of Directors.

Section 2. Number, Election, Term and Qualifications of Board Members.

A. The Board of Directors shall consist of not less than nine (9) nor more than twenty seven (27) members which shall contain at all times at least two (2) McDonald's Director, two (2) attorneys at law, two (2) certified public accountants, and two (2) representatives from the medical community. The exact number of Directors shall be the number fixed from time to time by resolution of a majority of the Board and shall at all times be an odd number. No decrease in the number of Board members shall have the effect of shortening the term of any incumbent Board member.

B. Any person twenty-one (21) years of age or older shall be eligible to be selected as a Director. Directors should be selected on the basis of their demonstrated awareness of the purposes and needs of the corporation as they relate to the needs of the corporation's service area or potential service area.

C. Directors shall be elected by the Board pursuant to the terms of the Licensing Agreement between McDonald's Corporation and Ronald McDonald House Charities of Charleston, South Carolina, Inc.

D. Each Director, whether a Regular Director or a McDonald's Director, shall hold office for a term of three (3) years which may be renewed by vote of the Board of Directors for one (1) additional three (3) year term. In no event shall a Director's term exceed six (6) consecutive years, except that 1) a McDonald's Director at the Board's discretion, may waive the six (6) year limitation indefinitely, and 2) the outgoing Chairman of the Board, at the Board discretion, may serve an extra year as a Board Member if he/she is in the last year of a second term.

Section 3. Vacancies. Vacancies occurring on the Board, including those by resignation or removal, and any vacancy created by an increase in the number of Board members shall be filled by the Board. A Board member elected to fill a vacancy shall be elected to hold office for the remainder of the original Board member's term.

Section 4. Resignation, Removal and Attendance Requirements.

A. A Board member may resign at any time by tendering his/her resignation in writing to the Chairman of the Board or the Secretary, which shall become effective upon receipt by the corporation at its principal place of business.

B. A two-thirds (2/3) majority of the Board may remove any Board member with or without cause.

C. Board members shall be expected to attend and participate in all Board meetings unless unavoidably prevented from doing so. The Board of the corporation, by a two-thirds (2/3) affirmative vote, may, but shall not be required to, remove any Board member from office who has failed to attend two (2) consecutive meetings of the Board.

D. Resignation or removal as Chairman of the Board shall also constitute resignation or removal as a Board member. Resignation or removal as a Board member shall also constitute resignation or removal as an officer of the corporation.

Section 5. Compensation of Board Members and Committee Members. Board members and members of all committees shall receive no compensation, in money or kind, for any services rendered in their capacity as Board member. However, nothing contained herein shall be construed to preclude any Board member or committee member from receiving compensation from the corporation for services actually rendered by that member as a professional or for expenses incurred for serving the corporation in any other capacity as a Board member.

Section 6. Honorary Board Members. The Board may, from time to time, elect certain individuals to be Honorary Board Members for such term as the Board may determine in recognition of meritorious or faithful service to the corporation in recognition of distinguished achievement. Honorary Board Members may attend meetings of the Board but shall not vote and shall not be counted toward a quorum.

**ARTICLE V  
MEETINGS OF THE BOARD**

Section 1. Annual Meeting. The annual meeting of the Board shall be held each year at such time and place as shall be designated by the Board; the purpose of the meeting shall be the election of Directors and officers and transaction of such other business as may properly be presented at the meeting.

Section 2. Special Meetings. Special meetings of the Board may be called at any time by the Chairman of the Board or shall be called upon receipt of the written request of one-third (1/3) or more of the Board members. The business to be transacted at any special meeting shall be limited to those items of business set forth in the notice of the meeting.

Section 3. Place and Notice of Board Meetings. Regular meetings of the Board shall be conducted on a quarterly basis of every calendar year. The annual meeting of the Board referred to in Section 1 of this Article shall constitute a quarterly meeting. Board members shall be given five (5) working days written notice of each meeting of the Board setting forth the time and place of the meeting and notice of the matters of business to be transacted. Such notice shall be delivered to each Board member either personally or by mail or by electronic communication, including but not limited to facsimile or e-mail, to his/her residence or place of business as listed in the Corporation's office. Business to be transacted at any regular meeting of the Board shall not be limited to those matters set forth in the notice of meeting. Notice of any meeting of the Board may be waived by the execution of a written waiver of such notice, either before or after the holding of such meeting by any Board member; such waiver shall be filed with or entered on the records of the meeting. The attendance of any Board member at any such meeting without protest at the commencement of the meeting shall be deemed to be a waiver by him of notice of the meeting.

Section 4. Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business. In addition to those Board members who are actually present at a meeting, Board members shall be deemed as present at such meeting if a telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other at the same time is used. The act of a majority of the Board members present and voting at a meeting at which a quorum is present shall be the act of the Board. After a quorum has been established at a meeting of the Board, the subsequent withdrawal of a Board member from the meeting or the refusal of a Board member to vote on an issue on which he has declared a conflict which serves to reduce the number of Board members present to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board at the meeting or any adjournment thereof. A majority of the Board members present under such circumstances, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Board members who are not present at the time of adjournment.

Section 5. Executive Committee. The Board of Directors at its discretion may create an Executive Committee which shall consist of the officers of the corporation and one at-large Director designated by the Board, and shall be chaired by the Chairman of the Board. In such case, the Executive Committee shall consider all questions referred to it by the Board and shall transact such business as the Board may authorize and act in emergencies when it is not practical to convene the Board. All business transacted by such an Executive Committee will be reported to the Board in writing as soon as possible following the meeting and, in any event, at the next meeting of the Board. There shall be no specified period of time for notice of a meeting of the Executive Committee, and the same may be convened without notice in writing. All Directors shall be authorized to attend meetings of the Executive Committee.

Section 6. Board and Board Committee Action Without a Meeting. Any action which may be taken at a meeting of the Board, or of a Board committee established pursuant to these Bylaws, may be taken without a meeting if consent to such action is obtained from all of the members of the Board or committee, as the case may be, via written consent, facsimile or electronic communication, and both the action taken and aforementioned consent are filed in the minutes of the proceedings of the Board or of the committee.

Section 7. Minutes. Minutes of each meeting of the Board and the Executive Committee shall be taken by the Secretary or his/her designee and be disseminated to each Board member as soon as practicable after the conclusion of the meeting.

## **ARTICLE VI OFFICERS**

The officers of the corporation shall consist of the President and Chief Executive Officer, Chairman of the Board, the Vice Chairman, the Secretary, the Treasurer and such other officers as the Board shall deem advisable, each of whom shall be elected by the Board at its annual meeting. Such officers shall hold office for the term of two (2) years or until their successors are elected and qualified except in the event of their earlier death, resignation or removal. Unless otherwise specified in these Bylaws, officers of the corporation are not required to be Board members. Additional offices may be created by any Board meeting and filled by any action of the Board.

Section 1. Vacancies. A vacancy in any office because of death, resignation or removal shall be filled by the Board for the unexpired term of such office.

Section 2. Resignation or Removal of Officers. An officer of the corporation may resign at any time by tendering his/her resignation in writing to the Chairman of the Board or Vice Chairman of the Board. The resignation becomes effective immediately upon receipt. An officer may be removed any time, with or without cause, by a vote of not less than two-thirds (2/3) of the whole number of the Board at any meeting of the Board.

Section 3. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board. He or she shall appoint all committees and their chairman in accordance with these Bylaws. He or she shall have such other duties and responsibilities as shall be delegated to him/her by these Bylaws and by the Board from time to time. The Chairman must be a member of the Board.

Section 4. Vice Chairman. In absence of the Chairman of the Board or in the event of his/her inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman and, in so acting, shall have all the powers and authority of the Chairman. The Vice Chairman shall perform such other duties as from time to time shall be assigned to him/her by the Chairman or the Board. The Vice Chairman must be a member of the Board.

Section 5. President and Chief Executive Officer (CEO). The President and Chief Executive Officer shall have all authority and responsibility necessary to operate the business of the corporation in all its activities and departments, subject only to such policies as may be issued by the Board or its Executive Committee. He or she shall act as the duly authorized representative of the Board and the corporation in all matters in which the Board has not formally designated some other person to act. He or she shall report as directed to the Executive Committee between Board meetings and to the Board and its Executive Committee at each meeting. The President and Chief Executive Officer and/or the Chairman of the Board shall sign, with the Secretary or any other proper officers of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments that the Board has authority to execute, except in cases where signing or execution shall have been expressly delegated by the Board, these Bylaws or statute to some other officer(s) or agent of the corporation. The President and Chief Executive Officer shall be the Chief Executive Officer of



the corporation with all the authority of such an officer in a business corporation but shall NOT be a member of the Board.

Section 6. Secretary. The Secretary shall cause to be kept all of the records of the corporation, except the financial records. He or she or his/her designee shall record the minutes of the meetings of the Board and the Executive Committee. He or she shall send out all notices of such meetings, attest to the Seal of the corporation where necessary or required and perform such other duties as may be prescribed by the Board or the Chairman of the Board. The Secretary shall also keep, or cause to be kept, a current register of the names and addresses of each Board member. The Secretary must be a member of the Board.

Section 7. Treasurer. The Treasurer, acting with the Executive Committee, shall insure that a true and accurate accounting of the financial transactions of the corporation is made and that such accounting is presented and made available to the Board. The Treasurer must be a member of the Board.

Section 8. Other Officers. The Board may appoint one or more Vice Chairmen, Assistant Secretaries or Assistant Treasurers and other such officers having such duties and responsibilities and the Board shall deem advisable. Such officers need not be members of the Board.

## **ARTICLE VII COMMITTEES OF THE BOARD**

Subject to the approval of the Board, the Chairman of the Board shall appoint the members and chairmen of such standing committees of the Board as are provided for in these Bylaws and the members and chairmen of such special committees as the Board shall create. Unless otherwise specified, committee members may include, in addition to Board members, members of the community. These appointments shall be made at the first meeting of the Board after the annual meeting. The Chairman of the Board shall be a member of all committees.

Section 1. Standing Committees. Standing committees shall be created as required by resolution of the Board. The purpose, duties, number of members and reporting requirements of the committee shall be specified in the resolution creating the committee. Standing committees may exercise all of the powers provided for in these Bylaws. Standing committees shall become thoroughly informed of their duties, shall give careful consideration to matters of policy and are expected and empowered to make recommendations to the Executive Committee and/or the Board.

Section 2. Special Committees. Special committees shall be created as required by resolution of the Board. The purpose, duties, number of members and reporting requirements of the committee shall be specified in the resolution creating the committee. Special committees shall become thoroughly informed of their duties, shall give careful consideration to matters of policy and are expected and empowered to make recommendations to the Executive Committee and/or the Board.

Section 3. Committee Member's Term of Office. Each member of a committee shall be appointed for one (1) year (unless otherwise specified in these Bylaws) and shall continue in office until the next annual meeting of the Board and until his/her successor is appointed, unless

the committee of which he or she is a member shall be sooner terminated by the Board or until his/her death, resignation or removal, which first occurs.

Section 4. Committee Meetings. Meetings of any committee of the Board may be called by the chairman of such committee by giving notice of such meeting, setting forth its time and place, delivering personally or by mail or by electronic communication, including but not limited to facsimile or e-mail, to the residence or place of business of the committee member as listed in the corporation's office. Unless otherwise provided in these Bylaws, a majority of the members of any committee shall constitute a quorum for the transaction of business. After a quorum has been established at a committee meeting, the subsequent withdrawal of committee members from the meeting so as to reduce the number of committee members present to fewer than the number required for a quorum shall not affect the validity of any action taken at the meeting. Each committee shall keep minutes of its meetings and report to the Board as necessary with recommendations.

Section 5. Resignation or Removal of Committee Members. A member of any committee of the Board may resign at any time by tendering his/her resignation in writing to the Chairman of the Board. The Board may by a majority vote remove any member from a committee of the Board, with or without cause, and may also remove any such member for failing to attend three(3) consecutive meetings of a committee.

## **ARTICLE VIII GENERAL**

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December in each year.

Section 2. Seal of the Corporation. The seal of Ronald McDonald House Charities of Charleston, South Carolina, Inc. shall have the name of the corporation between two (2) concentric circles and the words "Incorporated" and "Non-profit corporation" together with the year and state of incorporation.

Section 3. Registered Office of the Corporation. The registered office of the corporation shall be at 81 Gadsden Street, Charleston, South Carolina, until otherwise designated by the Board.

Section 4. Employment. The corporation shall be at all times in compliance with all applicable labor laws.

Section 5. Construction of Terms and Headings. Words used in these Bylaws shall be read as the masculine or feminine gender and as the singular or plural as the context requires. The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provisions of these Bylaws.

## **ARTICLE IX INDEMNIFICATION**

The corporation shall indemnify its Directors, officers, employees and agents to the extent permitted by S.C. Code Ann. § 33-49-680.

**ARTICLE X  
DISSOLUTION**

Upon the dissolution of the corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes described in Article I of these Bylaws. Any such assets not so disposed of shall be disposed of by the Circuit Court of Charleston County, South Carolina, exclusively for such purposes or to such organization or organizations, as said Court may determine; which are organized and operated exclusively for charitable, educational or scientific purposes as described in Section 501 (c)(3) of the Code.

**ARTICLE XI  
DUALITY OF INTEREST**

A. Any duality of interest or possible conflict of interest on the part of any governing Board member shall be disclosed to other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

B. Any governing Board member having a duality of interest or possible conflict of interest on any matter shall not vote or use his/her personal influence on the matter, and he or she shall not be counted in determining the quorum for the meeting even where permitted by law. The minutes of the meeting should reflect that a disclosure was made and the abstention from voting.

C. The foregoing requirement shall not be construed as preventing the governing Board member from stating his/her position in the matter, nor from answering pertinent questions of other Board members since his/her knowledge may be of great assistance.

D. The Board shall adopt a policy on duality of interest, which policy shall implement this Bylaw and shall be in conformity with applicable South Carolina law. This policy shall be reviewed annually for the information and guidance of governing Board members, and any new member shall be advised of the policy upon entering on the duties of his/her office.

**ARTICLE XII  
AMENDMENT TO THE BYLAWS**

These Bylaws may be altered, amended, repealed or supplemented and new Bylaws may be adopted by a majority vote of the whole number of the Board at any meeting of the Board; provided, however, that written notice of the proposed change shall have been given to the members-of the Board in the notice of the meeting.



**ARTICLE XIII  
ADOPTION**

We hereby certify that the foregoing Amended Bylaws of Ronald McDonald House of Charleston, South Carolina, Inc., were adopted by the Board of Directors by electronic vote after consent by and written notice to all Directors pursuant to Article V. Section 6 and Article XII of the Bylaws. These amended Bylaws supersede and replace all previous Bylaws.

IN WITNESS WHEREOF, we have hereunto affixed our official signatures and the corporate seal of said corporation this 30 day of November, 2017.

RONALD McDONALD HOUSE OF  
CHARLESTON, SOUTH CAROLINA, INC.,  
a non-profit corporation

BY: Kevin M. Bete  
Chairman of the Board

ATTEST:  
[Signature]  
Secretary