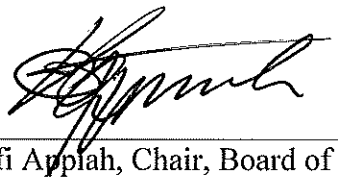
SIXTH AMENDED AND RESTATED

BYLAWS

MARY BLACK FOUNDATION, INC.

Incorporated under the laws of the State of South Carolina

Adopted by the Board of Trustees on December 16, 2025, and made effective as of January 1, 2026.



Dr. Kofi Appiah, Chair, Board of Trustees
Mary Black Foundation
December 16, 2025

MARY BLACK FOUNDATION, INC. BYLAWS

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FIFTH AMENDED AND RESTATED
BYLAWS
OF
MARY BLACK FOUNDATION, INC.

Incorporated under the laws of the State of South Carolina

ARTICLE ONE
Name, Location, and Offices

1.1 **Name.** The name of this corporation shall be "MARY BLACK FOUNDATION, INC."

1.2 **Registered Office and Agent.** The corporation shall maintain a registered office in the State of South Carolina and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of South Carolina law.

1.3 **Other Offices.** The principal office of the corporation shall be located in the State of South Carolina. The corporation may have other offices at such place or places, within or outside the State of South Carolina, as the Board of Trustees may determine from time to time, or the affairs of the corporation may require or make desirable.

ARTICLE TWO
Purposes and Governing Instruments

2.1 **Nonprofit Public Benefit Corporation.** The corporation shall be organized and operated as a nonprofit public benefit corporation under the applicable provisions of South Carolina law.

2.2 **Charitable Purposes.** The corporation is a voluntary association of individuals, the purposes of which, as set forth in the articles of incorporation, are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code. The corporation was organized, and at all times shall be operated, to promote and foster the uncompromising principles and virtues for which Mary Snoddy Black stood: honesty, industry, courage, and an unwillingness ever to acknowledge defeat. The corporation shall support innovative charitable programs and organizations, including, without limitation those which serve the needs and interests and advance the general welfare of the Spartanburg County, South Carolina area and the surrounding region, as determined by the Board of Trustees in its absolute discretion. In furtherance of such purposes, the corporation shall have full power and authority:

(a) To support a broad range of charitable purposes intended to benefit and enhance the health status and wellness of the citizens of communities served by the corporation;

(b) To support programs that are not customarily operated by hospitals in the Spartanburg County, South Carolina area and the surrounding region, and specifically that will not duplicate programs that are, have been, or should be offered at such hospitals;

(c) To acquire, receive, or refuse from any individual, firm, association, corporation, trust, foundation, or any government or governmental subdivision, unit or agency, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income thereof solely for the charitable purposes hereof;

(d) To distribute property for such charitable purposes in accordance with the terms of gifts, bequests, or devises to the corporation not inconsistent with its purposes, as set forth in the articles of incorporation and these bylaws, or in accordance with determinations made by the Board of Trustees pursuant to the articles of incorporation and these bylaws;

(e) To distribute property and to extend financial aid and support through grants, gifts, contributions, or other aid or assistance to qualified charitable organizations or for charitable purposes;

(f) To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board of Trustees (without the necessity of the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs and interests served by the corporation;

(g) To engage in charitable functions and activities, not inconsistent with its purposes, as set forth in the articles of incorporation and these bylaws; and

(h) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Trustees, to carry out any of the purposes of the corporation, as set forth in the articles of incorporation and these bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of South Carolina law (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The corporation shall not be limited in its capacity of service to the region served by the corporation, but shall be authorized, in accordance with its articles of incorporation, to engage in charitable functions and activities and to promote and improve philanthropy throughout that region.

2.3 **Successor to Mary Black Memorial Hospital, Inc.** Consistent with its charitable purposes and functions, the corporation shall:

(a) As the recipient of proceeds from the sale of Mary Black Memorial Hospital, Inc., on July 3, 1996, support a broad range of charitable purposes intended to benefit and enhance the health status and wellness of the citizens of communities served by Mary Black Memorial Hospital, Inc.; and

(b) Accept, assume, and carry out the fiduciary duties and responsibilities imposed on the corporation, and its trustees and officers, as successor to Mary Black Memorial Hospital, Inc.

2.4 **Governing Instruments.** The corporation shall be governed by its articles of incorporation and these bylaws.

ARTICLE THREE
Board of Trustees

3.1 **Authority and Responsibility of the Board of Trustees.**

(a) Except as otherwise provided in the articles of incorporation of the corporation or in these bylaws, the supreme authority of the corporation and the government and management of the affairs of the corporation shall be vested in the Board of Trustees; and all the powers, duties, and functions of the corporation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Trustees.

(b) The governing body of the corporation shall be the Board of Trustees. The Board of Trustees shall have supervision, control, and direction of the management, affairs, and property of the corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Trustees may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken that are inconsistent with the articles of incorporation and these bylaws.

(c) The Board of Trustees shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, trustee, officer, director, or other private person or individual.

(d) The Board of Trustees may, from time to time, appoint, as advisors, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the corporation.

(e) The Board of Trustees is authorized to employ such person or persons, including a president, executive director, or other officer, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

3.2 **Board of Trustees.** The Board of Trustees of the corporation shall consist of no more than fifteen (15) and no fewer than seven (7) members, residing in or near, or otherwise closely identified with or committed to, Spartanburg County, South Carolina, who shall be elected in the manner prescribed in Section 3.3 or Section 3.6 of these bylaws. The Board of Trustees may, by resolution, fix the precise number of members of the Board of Trustees between and including the stated limits, but any reduction in the number of members of the Board shall take effect only at the expiration of the terms of office of the members whose offices are to be eliminated or upon their earlier resignation or removal. Members of the Board of Trustees shall be elected on the basis of their knowledge of the charitable needs and interests of the communities served by the corporation, on the basis of their standing in those communities and their access to businesses, groups, and individuals interested in promoting, encouraging, and supporting the charitable purposes and functions of the corporation, and on the basis of activity in and representation of organizations which are concerned with the charitable needs of those communities. The Board of Trustees shall represent the broad interests of the public. Members of the Board of Trustees shall serve without compensation for their services as trustees, but they may be reimbursed for reasonable expenses incurred for or on behalf of the corporation.

3.3 **Manner of Election.** The trustees of the corporation shall be elected at the annual meeting of the Board of Trustees of the corporation by a vote of the trustees as provided in Article Four of these bylaws.

3.4 **Terms of Office.**

(a) Each trustee elected by the Board of Trustees shall take office as of the date and time specified for such election by the Trustees. Each trustee shall continue in office for a term of four (4) years and thereafter until his or her successor has been elected or until his or her earlier death, resignation, disqualification, or removal. At the expiration of his or her four (4) year term of office, including where such four (4) year term of office follows such trustee's service for an unexpired term as provided under Section 3.4(b) of these bylaws, each such trustee shall be eligible to be re-elected to the Board of Trustees for a second four (4) year term of office; provided, however, that the terms of office of all trustees may be adjusted as necessary to accommodate any change in the dates of the corporation's fiscal year.

(b) Each trustee elected to fill a vacancy arising by reason of death, disability, disqualification, refusal to serve, resignation, or removal shall continue in office for the unexpired term of the former trustee and thereafter until his or her successor has been elected or until his or her earlier death, resignation, disqualification, or removal. At the expiration of the unexpired term for which such trustee was elected, each such trustee shall be eligible to be re-elected to the Board of Trustees for two (2) additional four (4) year terms of office as trustee.

3.5 **Nominations.** The governance committee, acting in accordance with Section 7.3 of these bylaws and the procedures outlined in the approved committee job description, shall present to the trustees at least seven (7) days before the meeting at which trustees are to be elected, one nomination for each seat on the Board of Trustees that is vacant or about to expire. Additional nominations may be made from the floor at any meeting at which new trustees are being elected, provided, however, that the consent of the nominee to his or her election has been obtained in advance and a resume of the nominee's background and credentials is made available to the Board of Trustees at or before the meeting at which the election occurs. The governance committee shall undertake to provide continuity to the legacy of the Black family by seeking to include among nominees to the board at least one (1) person who is a lineal descendant of Dr. Hugh Ratchford Black and Mary Snoddy Black, provided there is such a lineal descendant who is able, willing, and qualified to serve as a member of the Board of Trustees, as determined by the governance committee and the Board of Trustees in their discretion.

3.6 **Attendance and Removal.** Members of the Board of Trustees who, upon the vote of the board and as a result of a change of residence, office, or employment, cease to be qualified shall cease to be members of the Board of Trustees. Each trustee will be expected to attend all meetings and shall be required to attend at least seventy-five percent (75%) of all annual, regular, and special meetings with the requisite notice of the Board of Trustees and of the meetings of any committee of the Board of Trustees of which such trustee is a member held each year, unless excused by the chair; and failure to attend the required number of meetings or failure to attend three (3) consecutive meetings of the Board of Trustees without excuse acceptable to the chair shall operate as a tender of resignation from the board. Vacancies arising by reason of either (i) expiration of the term of such trustee or of another trustee (whether such term was established under Section 3.4(a) or 3.4(b) of these bylaws) or (ii) that the maximum number of trustees as set forth in Section 3.2 of these bylaws have not been elected, shall be filled for a new four (4) year term by the Board of Trustees subject to the provisions of Section 3.4(b) of these bylaws. Vacancies arising by reason of either death, disability, disqualification, refusal to serve, or resignation shall be filled for the unexpired term of the former trustee by the Board of Trustees, subject to the provisions of Section 3.4(b). A vacancy may be filled only by a person who possesses the qualifications referred to in Section 3.2 of these bylaws. Such person shall serve as a member of the Board of Trustees until the expiration of his or her term, and thereafter until his or her successor is elected and qualifies. Any trustee may be removed either for or without cause at any regular, special, or annual meeting of the Board of Trustees, by the affirmative vote of no fewer than two-thirds (2/3) of all the trustees then in office if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed trustee's successor may be elected at the same meeting, and any such trustee's successor shall be elected to serve the unexpired term of the removed trustee, subject to the provisions of Section 3.4(b).

3.7 **Ex officio Members.** The Board of Trustees, from time to time, may designate certain persons, representatives of institutions, or advisors as ex officio members. Ex officio members serve in an honorary capacity and may attend meetings of the corporation, but shall have no membership rights, responsibilities, or fiduciary duties to the corporation. Ex officio members shall not have voting rights, should not be included in the count when determining the number needed for a quorum, and should not be counted when determining if a quorum is present.

3.8 **Compensation.** Trustees shall not be compensated for service as trustees. Subject to the provisions of Article Eleven hereof, trustees may, however, receive reasonable compensation for other services rendered to, and in furtherance of the purposes and functions of, the corporation.

ARTICLE FOUR
Meetings of the Board of Trustees

4.1 **Place of Meetings.** Meetings of the Board of Trustees may be held at any place within or outside the State of South Carolina as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the corporation.

4.2 **Annual Meeting; Notice.** An annual meeting of the Board of Trustees shall be held at such place as the Board of Trustees shall determine on such day and at such time as the Board of Trustees shall designate. Unless waived as contemplated in Section 5.2, the Secretary/ Treasurer shall ensure notice of the time and place of such annual meeting is given not less than five (5) nor more than twenty (20) days before such annual meeting.

4.3 **Regular Meetings; Notice.** Regular meetings of the Board of Trustees may be held from time to time between annual meetings at such times and at such places as the Board of Trustees may prescribe. There shall be at least four (4) quarterly meetings of the Board of Trustees each year, including the annual and regular meetings. The Secretary/Treasurer shall ensure notice of the time and place of each such regular meeting is given not less than five (5) nor more than twenty (20) days before such regular meeting.

4.4 **Special Meetings; Notice.** Special meetings of the Board of Trustees may be called by or at the request of the chair or by any three (3) of the trustees in office at that time. The Secretary/Treasurer shall ensure notice of the time, place, and purpose of any special meeting of the Board of Trustees is given at least seventy-two (72) hours before such meeting.

4.5 **Waiver.** Attendance by a trustee at a meeting shall constitute waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Five ("Notice and Waiver").

4.6 **Quorum.** At meetings of the Board of Trustees, a majority of the trustees then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall fewer than five (5) trustees constitute a quorum. If there originally is a

quorum at a meeting of the Board of Trustees, and subsequent to such time there ceases to be a quorum at such meeting, there shall thereafter be no transaction of business at such meeting unless at the time any such action is to be taken, there is again a quorum present at such meeting.

4.7 **Vote Required for Action.** Except as otherwise provided in these bylaws or by law, the act of a majority of trustees present at a properly convened meeting at which a quorum is present at the time shall be the act of the Board of Trustees. Adoption, amendment, and repeal of a bylaw are provided for in Article Sixteen of these bylaws. Vacancies in the Board of Trustees may be filled as provided in Article Three of these bylaws.

4.8 **Action by Trustees Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Trustees then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

4.9 **Participation by Telecommunication**. Any Trustee may participate in, and be regarded as present, at any meeting of the Board of Trustees by means of conference telephone, videoconference, or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

4.10 **Adjournments.** A meeting of the Board of Trustees, whether or not a quorum is present, may be adjourned by a majority of the trustees present to reconvene at a specific time and place. It shall be necessary to give notice of the reconvened meeting and of the business to be transacted in a manner other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting that was adjourned.

ARTICLE FIVE
Notice and Waiver

5.1 **Procedure.** Whenever these bylaws require notice to be given to any trustee, the notice shall be given in accordance with this Section 5.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances and is thereafter confirmed in writing. Notice may be communicated in person, by telephone, or other form of wire or wireless communication, including electronic mail, or by mail or private carrier. Written notice, if in a comprehensible form, is effective at the earliest of the following:

(a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;

(b) Five days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or

(c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Oral notice is effective when communicated, if communicated, in a comprehensible manner and has been the subject of written confirmation.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted, but the last day shall be counted.

5.2 **Waiver.** A trustee may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the trustee entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A trustee's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the trustee at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE SIX
Officers

6.1 **Number and Qualifications.** The executive officers of the corporation shall consist of a chair, vice-chair/chair-elect, and a secretary/treasurer. The chair shall be the chief volunteer officer of the corporation and shall also act as the chair of the Board of Trustees and of any executive committee of the Board of Trustees. The Board of Trustees shall, from time to time, create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation; but the corporation shall not be required to have at any time any officers other than a chair, a vice-chair/chair-elect, and a secretary/treasurer. Any two (2) or more offices, other than chair and vice-chair/chair-elect, may be held by the same person. All executive officers must be serving members of the Board of Trustees at the time of their election and during their respective terms of office.

6.2 **Election and Term of Office.** The executive officers of the corporation, including the chair, the vice-chair/chair-elect, and the secretary/treasurer, shall be elected by the Board of Trustees. The executive officers of the corporation shall serve for terms of one (1) year and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification. Except as otherwise provided herein, no executive officer other than the secretary/treasurer of the corporation shall be eligible to serve for more than two (2) consecutive full one-year terms of office. Any other officers or assistant officers appointed by the Board of Trustees under Section 6.1 of these bylaws shall serve at the will of the Board of Trustees and until their successors have been appointed and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification. See Section 7.3 ("Governance Committee").

6.3 **Other Agents.** The Board of Trustees may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Trustees may from time to time determine.

6.4 **Removal.** Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever, in its judgment, the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

6.5 **Vacancies.** Except as otherwise provided in these bylaws, a vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Trustees

6.6 **Chair.** The chair shall be the chief volunteer officer of the corporation. The chair shall preside at all meetings of the Board of Trustees. The chair shall perform such duties and have such authority and powers as the Board of Trustees may from time to time prescribe. The chair is a nonvoting member of all committees; however, he or she is not required to attend all committee meetings.

6.7 **Vice-Chair/Chair-Elect.** The vice-chair/chair-elect shall, in the absence or disability of the chair, perform the duties and have the authority, and exercise the powers of the chair. He or she shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the chair may from time to time delegate.

6.8 **President.** The president shall be the chief staff officer of the corporation, subject to the control of the Board of Trustees. Under the direction of the Board of Trustees, the president shall be solely responsible for, shall supervise, and shall have general charge of the operations of the corporation and shall assist the chair of the corporation as well as the chairs of committees of the Board of Trustees, as contemplated herein, in carrying out the policies, programs, orders, directives, and resolutions of the Board of Trustees.

(a) Subject to the provisions of Article Eleven hereof, the books and financial records of the corporation shall be kept under the supervision of the president. All monies due and payable to the corporation from any source whatsoever shall be received by him or her and deposited by him or her to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may designate. He or she shall keep or cause to be kept proper account of all such monies received and all monies disbursed on behalf of the corporation and of all records in connection therewith.

(b) Subject to the provisions of Article Eleven hereof and subject to resolutions of the Board of Trustees limiting such authority, the president shall be authorized to sign checks, drafts, statements, and reports required to be filed with state and federal officials or agencies, to sign notes and certificates of stock, and to execute in the corporate name deeds, leases, mortgages, bonds, contracts, and agreements.

(c) The president shall see that all orders and resolutions of the Board of Trustees are carried into effect. He or she shall keep the Board of Trustees and all officers and committees of the corporation fully informed as to the business and affairs of the corporation and shall consult freely with them concerning the business and affairs

of the corporation. Unless otherwise provided by the Board of Trustees, the president shall act as spokesperson for the corporation and represent and conduct public relations contacts. He or she shall promote the development of effective private philanthropy on behalf of the corporation and develop and conduct relations that will broaden interest in the corporation. He or she may be responsible for coordinating the obtaining of charitable gifts and bequests on behalf of the corporation, and under the guidance of the Board of Trustees, the president shall develop and implement plans to attract funds to add to the corporation's endowment and with which to make distributions in furtherance of the charitable purposes of the corporation.

(d) The president shall perform such other duties and shall have such other authority and powers as the Board of Trustees may from time to time prescribe.

6.9 **Secretary/Treasurer.** The secretary/treasurer, or designee(s) of the secretary/treasurer, shall:

(a) Attend all meetings of the Board of Trustees and record, or cause to be recorded, all votes, actions, and the minutes of all proceedings to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required.

(b) Give, or assign someone to give, notice of all meetings of the Board of Trustees.

(c) Keep in safe custody, or assign someone to keep in safe custody, the seal of the corporation and, when authorized by the Board of Trustees or the chair, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of any other corporate officer.

(d) Subject to the provisions of Article Eleven hereof, provide for, or assign someone to provide for, the custody of corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation, or shall have such accounts maintained, and shall deposit, or have deposited, all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Trustees.

(e) Subject to the provisions of Article Eleven hereof, disburse the funds of the corporation, or have such funds disbursed, as ordered by the Board of Trustees, and prepare financial statements, or have financial statements prepared, at the end of each calendar month or at such other intervals as the Board of Trustees shall direct.

(f) Perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the chair may from time to time delegate.

ARTICLE SEVEN
Committees

7.1 **Authority.** The Board of Trustees may establish standing and special "ad hoc" committees,

including but not limited to those outlined in this Section at 7.2 to 7.7. Except as otherwise provided in such resolution or in these bylaws, members of each such committee shall be appointed by the chair of the corporation, with the approval of and after consultation with the Board of Trustees. Any action by each such committee shall be reported to the Board of Trustees at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Trustees, provided that no rights of third persons shall be prejudicially affected thereby. Each committee shall have a written job description with detailed procedures for carrying out its responsibilities.

7.2 **Executive Committee.** By resolution adopted by a majority of the trustees in office, the Board of Trustees shall designate from among its members an executive committee consisting of three (3) or more trustees. In the interim between meetings of the Board of Trustees, the executive committee shall have and exercise the authority of the Board of Trustees in the management of the affairs of the corporation. However, nothing herein shall operate to relieve the Board of Trustees, or any individual trustee, of any responsibility imposed upon it or him or her by law. Any action by the executive committee shall be taken only by the affirmative vote of a majority of all the members of the executive committee. All actions taken and business transacted by the executive committee between meetings of the Board of Trustees shall be reported to the Board of Trustees at the meeting of the Board of Trustees next succeeding any such action or business.

7.3 **Governance Committee.** The chair, with the approval of and after consultation with the Board of Trustees, shall appoint a governance committee consisting of at least three (3) trustees of the corporation. The governance committee shall have the following general responsibilities, as well as other responsibilities as delegated by the Board of Trustees and detailed in the job description:

(a) Facilitate the nomination process for new trustees pursuant to the approved procedures detailed in the committee job description;

(b) Facilitate board training on Directors' roles and responsibilities and other appropriate education;

(c) Assess board composition on an annual basis;

(d) Oversee board orientation;

(e) Evaluate the board's effectiveness on a regular basis; and

(f) Oversee succession planning to recruit and prepare for future board leadership.

7.4 **Investment Committee.** The chair, with the approval of and after consultation with the Board of Trustees, shall appoint an investment committee consisting of at least three (3) trustees of the corporation, together with such other persons (who need not be trustees of the corporation) as the chair may designate. Non-trustees should constitute a minority of the committee. The investment committee shall have the following general responsibilities, as well as other responsibilities as delegated by the Board of Trustees and detailed in the job description:

(a) Recommend to the Board of Trustees an Investment Policy Statement to guide external investment professionals engaged by the Board of Trustees; and

(b) Monitor and supervise all investments of the corporation, including, but not limited to, real estate holdings, bonds, stocks, interest-bearing accounts, certificates of deposit, treasury bills, etc.

No personal liability shall attach to any member of the investment committee for losses resulting from the exercise of his or her judgment in any decisions affecting the finances of the corporation or from the exercise of his or her good faith judgment in the purchase or sale of securities and the investment of funds of the corporation.

7.5 **Finance and Operations Committee.** The chair, with the approval of and after consultation with the Board of Trustees, shall appoint a finance and operations committee consisting of at least three (3) trustees of the corporation, together with such other persons (who need not be trustees of the corporation) as the chair may designate. Non-trustees should constitute a minority of the committee. The finance and operations committee shall have the following general responsibilities, as well as other responsibilities as delegated by the Board of Trustees and detailed in the job description:

(a) Oversee the financial planning of the corporation's affairs, including, without limitation, an annual operating budget as well as short and long-term budgets pursuant to the Finance & Operations Committee Member Responsibilities document;

(b) Oversee all human resources functions of the corporation; and

(c) Oversee the management of the property and facility.

7.6 **Audit Committee.** The chair, with the approval of and after consultation with the Board of Trustees, shall appoint an audit committee consisting of at least three (3) trustees of the corporation, together with such other persons (who need not be trustees of the corporation) as the chair may designate. Non-trustees should constitute a minority of the committee. These appointments may include one or more members who are deemed a "financial expert" (defined as one having, through education and experience, (1) an understanding of generally accepted accounting principles and financial statements, (2) experience in the preparation or auditing of financial statements, (3) experience with internal accounting controls, and (4) an understanding of audit committee functions). If the appointments do not include such an expert, the reasoning must be disclosed. The Audit Committee shall have the following general responsibilities, as well as other responsibilities as delegated by the Board of Trustees and detailed in the job description:

(a) Ensure accurate and transparent information is shared with the Board of Trustees for it to successfully carry out its fiduciary duties to the corporation;

(b) Safeguard corporate assets; and

(c) Ensure legal and regulatory compliance.

7.7 **Community Impact Committee.** The chair, with the approval of and after consultation

with the Board of Trustees, shall appoint a program committee consisting of at least five trustees of the corporation. Program committee membership may include individuals who are not trustees of the corporation, as long as non-trustees constitute a minority of the committee. The Community Impact Committee shall have the following general responsibilities, as well as other responsibilities as delegated by the Board of Trustees and detailed in the job description:

(a) Make funding recommendations to the Board of Trustees;

(b) Assess grant evaluation results;

(c) Develop a framework of grantmaking procedures, guidelines, and practices; and

(d) Make grantmaking policy recommendations to the Board of Trustees.

7.8 **Term of Appointment; Removal.** Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof. Any removal of any member of a committee of the trustees appointed or designated pursuant to the provisions of this Article Seven shall require the approval of the Board of Trustees with respect to such removal.

7.9 **Chair and Vice-Chair.** One member of each committee shall be appointed chair thereof by the chair of the corporation. One other member of each committee shall be elected vice-chair thereof by the members of the committee. The chair of the corporation shall serve as chair of the executive committee.

7.10 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.11 **Quorum.** Unless otherwise provided in these bylaws or in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee. Notwithstanding the foregoing, in the case of the executive committee, only the act of a majority of all the members shall be the act of the executive committee.

7.12 **Rules.** Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

ARTICLE EIGHT
Advisory Council

The Board of Trustees may provide for an Advisory Council, consisting of persons who are not currently trustees of the corporation, as it deems necessary or desirable. The purpose of such a council is to advise the Board of Trustees on matters relating to the business and affairs of the corporation. Appointments to and the filling of vacancies on any such council shall be made by the chair of the Board of Trustees, with the approval of and after consultation with the Board of

Trustees. To the extent possible, the Advisory Council should consist of individuals whose integrity, capability, experience, knowledge of the communities and institutions served by the corporation, and community standing will help the Board of Trustees carry out its functions. The number of persons appointed to constitute the Advisory Council shall be determined in the sole discretion of the Board of Trustees. The Advisory Council shall meet periodically as determined by its chair or by the Board of Trustees. The Board of Trustees may discontinue the Advisory Council at its pleasure.

ARTICLE NINE
Distributions and Disbursements

9.1 **Distributions and Disbursements.** The Board of Trustees, not less frequently than annually, shall (a) determine all distributions to be made from net income and principal of the corporation (including funds held by trustees, custodians, or agents of the corporation) pursuant to provisions of the articles of incorporation, these bylaws, and the donors' directions if and to the extent applicable as provided herein; (b) make, or authorize and direct the respective trustees, custodians, or agents having custody of funds of the corporation to make, payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended; and (c) determine all disbursements to be made for administrative expenses incurred by the corporation and direct the respective trustees, custodians, or agents having custody of funds of the corporation as to payments thereof and funds to be charged.

9.2 **Vote Required for Determinations.** All such determinations shall be made by the affirmative vote of a majority of trustees present at a meeting duly called at which a quorum is present, unless otherwise expressly provided in these bylaws.

9.3 **Determination of Effective Agencies and Means for Carrying Out the Charitable Purposes of the Corporation.** The Board of Trustees shall gather and analyze facts and conduct such investigation and research as from time to time may be necessary or desirable in order to determine the most effective agencies and means for carrying out the charitable purposes and functions of the corporation and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Trustees, including salaries for such professional and other assistance as it from time to time deems necessary or desirable, shall be directed to be paid so far as possible, first from any funds designated for such purposes, and any balance out of income of the funds of the corporation or such of its principal as is not specifically restricted against such use.

9.4 **Furtherance of Charitable Purposes.** In furtherance of the charitable purposes and functions of the corporation, when charitable needs have been determined and with appropriate provisions to assure use solely for such purposes, the Board of Trustees may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Trustees can best carry out such purposes and functions or help create new qualified charitable organizations to carry out such purposes and functions.

ARTICLE TEN
Trustee or Officer Conflicts of Interest

Effective governance depends on deliberate, thoughtful, and objective decision-making. Decisions must be made in the best interests of the corporation and not be influenced by the financial or personal interests of individual corporation trustees, non-trustee committee members, or employees. This applies to all levels of decision-making, including decisions involving matters of organizational policy, contracting for goods and services, grant-making, investment of corporate funds, and other transactions. The corporation shall adopt and revise from time to time a Code of Ethics that shall address the conflict of interest policies of the corporation.

ARTICLE ELEVEN
Contracts, Checks, Deposits, and Funds

11.1 **Contracts.** The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances.

11.2 **Checks, Drafts, Notes, Etc.** All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Trustees.

11.3 **Deposits.** All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

11.4 **Gifts.** The Board of Trustees may accept on behalf of the corporation, or agree to accept on such terms as the Board of Trustees may determine, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE TWELVE
Indemnification and Insurance

12.1 **Indemnification.** In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a trustee, officer, employee, director, or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee, director, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the corporation shall determine, or cause to be determined, in the manner provided under South Carolina law whether or not indemnification is proper under the circumstances because the person claiming such

indemnification has met the applicable standards of conduct set forth in South Carolina law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by South Carolina law.

12.2 **Indemnification Not Exclusive of Other Rights.** The indemnification provided in Section 12.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of disinterested trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee, director, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

12.3 **Insurance.** To the extent permitted by South Carolina law, the corporation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, director, or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee, director, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE THIRTEEN
Financial and Other Reports

13.1 **Independent Auditor.** The independent auditor appointed by the Board of Trustees of the corporation shall prepare for the corporation, at such time as the Board of Trustees may determine, but at least annually, a financial statement, including a statement of assets and liabilities, and a statement of income, expenses, and distributions, and a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes, and such additional reports or information as may be ordered from time to time by the Board of Trustees. Such an independent auditor shall also prepare such financial data as may be necessary for returns or reports required by the federal or state government to be filed by the corporation. The auditor's charges and expenses shall be proper expenses of the corporation. Copies of all audits, statements, reports, and data delivered by the auditor to the Board of Trustees shall be made available or furnished to each trustee.

13.2 **Written Reports.** The Board of Trustees shall, at least annually, make such distribution of a written report of the corporation's financial condition, activities, and distributions to representative persons and organizations in the communities served by the corporation as will, in the opinion of the Board of Trustees, reasonably inform the interested public of the operations of the corporation. The Board of Trustees shall take such other appropriate actions as it may deem necessary or desirable to make the corporation and its purposes and functions known to the people of Spartanburg County, South Carolina, and the surrounding region.

ARTICLE FOURTEEN
Miscellaneous

14.1 **Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and

committees having any of the authority of the Board of Trustees. The corporation shall keep at its registered or principal office a record giving the names and addresses of the trustees and any other information required under South Carolina law.

14.2 **Fiscal Year.** The Board of Trustees is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

14.3 **Internal Revenue Code.** All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

14.4 **Construction.** Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then so far as is reasonable and possible:

(a) The remainder of these bylaws shall be considered valid and operative; and

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

14.5 **Table of Contents; Headings.** The table of contents and headings are for organization, convenience, and clarity. In interpreting these bylaws, such contents and headings shall be subordinated in importance to the other written material.

14.6 **Relation to Articles of Incorporation.** These bylaws are subject to, and governed by, the articles of incorporation.

ARTICLE FIFTEEN
Amendments

15.1 **Power to Amend Bylaws.** Except as otherwise provided in these bylaws, the Board of Trustees shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws.

15.2 **Conditions.** Action by the Board of Trustees with respect to bylaws shall be taken by the affirmative vote of not less than two-thirds (2/3) of all trustees then holding office, provided that at least ten (10) days prior written notice is given of the intention to alter, amend, or repeal the bylaws.

ARTICLE SIXTEEN
Tax-Exempt Status

The affairs of the corporation at all times shall be conducted in such a manner as to assure its status as a tax-exempt charitable organization as defined in section 501(c)(3) of the Internal Revenue Code.

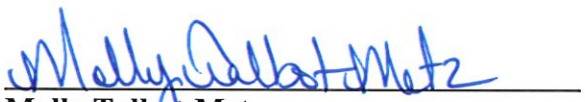
ARTICLE SEVENTEEN
Adoption of Bylaws

These fifth amended and restated bylaws were adopted by resolution of the Board of Trustees of the corporation on December 16, 2025, and shall be effective as of January 1, 2026.

MARY BLACK FOUNDATION, INC.
By:

Dr. Kofi Appiah, Chair
Board of Trustees

ATTEST:



Molly Talbot-Metz
President & CEO