

BY-LAWS
OF
DESCENDANTS OF RICHARD II AND JANE GLADNEY
A TAX EXEMPT CEMETERY CORPORATION
SECTION 501 (C) (13) ID NO. 57-0664265

ARTICLE I - NAME

Section 1. The name of this Corporation shall be "DESCENDANTS OF RICHARD II AND JANE GLADNEY as recorded by the Secretary of State of South Carolina, file no. 13584, dated November 7, 1977.

Section 2. The principal office of the Corporation shall be situated at Fairfield County, South Carolina. A change in location of the office of the Corporation may be authorized, at any time, by a majority vote of the Board of Directors.

ARTICLE II - PURPOSE

Section 1. The Corporation is organized to maintain an existing non-profit cemetery in Fairfield County, South Carolina, and to provide an organizational basis for the Gladneys in America.

ARTICLE III - LIMITATION OF METHODS

Section 1. The Corporation shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501 (c) (13) of the Internal Revenue Code, ID No. 57-0664265.

ARTICLE IV - MEMBERSHIP

Section 1. Any person related to the Gladneys by blood, marriage, or adoption, and who has been approved by the affirmative vote of the members present and voting at any annual meeting of the Corporation, shall be a member of the Corporation.

Section 2. Members may contribute to the Corporation any amount desired on a voluntary basis, to be used to maintain the Gladney Family Cemetery, to inform members about relatives, meetings and other affairs of the Corporation, and to otherwise promote the purpose of the Corporation. The Directors are authorized to suggest a membership fee per family that will meet the corporation's need for funds, insure continuity, and update information concerning membership. Information as to the fee shall be published at each Annual Meeting and through newsletters.

ARTICLE V - DIRECTORS

Section 1. The supreme authority of the Corporation shall be vested in its membership, but the management of its affairs shall be placed in the hands of a Board of Directors, with full power and authority to promote the purpose for which it was organized.

Section 2. The number of Directors that shall constitute the entire Board shall be eight. Directors shall be elected as provided in ARTICLE IX. Officers shall automatically be members of the Board of Directors.

Section 3. The Board of Directors may enact such rules as may be deemed necessary for the government of the organization, not inconsistent with these By-Laws.

Section 4. The Board of Directors shall meet at least one time each year at the same time as the Annual Meeting of the Corporation. A majority of Directors shall constitute a quorum.

Section 5. The Board of Directors, by a majority vote, shall have power to fill any vacancy in the Board which may occur between annual meetings, and the Director so elected shall hold the office for the unexpired term of the Director who is replaced.

Section 6. Any action required or permitted to be taken by the Board at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members of the board. Such writing or writings shall be filed with the minutes of the proceedings of the Board.

ARTICLE VI - OFFICERS

Section 1. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and Historian, each of whom shall hold office for the term of two years and thereafter until their successors are elected and qualified.

Section 2. The Board of Directors, by a majority vote, shall have power to fill any vacant Office which may occur between annual meetings, and the Officer so elected shall hold the office for the unexpired term of the officer who is replaced.

ARTICLE VII - DUTIES OF OFFICERS

Section 1. President - The President shall preside at all meetings of the members and the Board. The President shall have the responsibility of guiding the Board in effectively discharging its responsibilities, including but not limited to, providing for the execution of the Corporation's purposes; and representing, safe-guarding and furthering members' interests. He shall see that all orders and resolutions of the membership and the Board are carried into effect.

Section 2. Vice-President - The Vice-President of the corporation shall assist the President in the discharge of the President's duties and shall have such powers and duties as shall be prescribed by the President of the Corporation or the Board from time to time. In the absence of the President, the Vice-President, unless otherwise determined by the Board, shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all restrictions placed upon the President.

Section 3. Secretary - The Secretary of the Corporation shall keep the records of all meetings of the members and of the Board, and shall maintain such minutes and other Corporate records in the location which shall be known to the Officers and Directors. He shall affix the seal of the Corporation to all deeds, contracts, bonds or other instruments requiring the corporate seal. The Secretary shall maintain a current list of the name, address and telephone number of the members. The Secretary shall be responsible for the sending and receipt of all corporate correspondence, notices of meetings of the members and Board of Directors. All necessary expenses incurred by the Secretary in the performance of these duties shall be paid immediately by the Treasurer upon proper documentation by the Secretary. To facilitate the performance of the Secretary's duties the Treasurer may advance a sum of money equal to the cost of correspondence, newsletters, and the mailing there of, provided, the Secretary shall make a proper accounting of the use such funds to the Treasurer. In the event the Secretary receives membership dues he shall promptly make a complete and accurate accounting to the Treasurer with the delivery of such funds to the Treasurer. The Board of Directors may authorize the hiring of someone to act as Administrative Secretary to assist the Secretary in the performance of his duties in the event the duties become too burdensome. Such person shall in no event be the Secretary.

Section 4. Treasurer - The Treasurer shall deposit in a financial institution designated by the Board of Directors all funds received by or on behalf of the Corporation, and shall disburse them on checks jointly drawn by the President and any one of the following: Vice President, Secretary, or Treasurer. The Treasurer shall prepare and file all corporate tax returns. The Treasurer shall keep a regular account of all funds received and disbursed and shall make an annual report and such other reports as the Board of Directors may require. All reports shall be prepared in accordance with generally accepted accounting principles. In the event the Treasurer receives membership dues, he shall provide the Secretary information concerning the name, address and telephone number of the paying members. The Board of Directors may authorize the hiring of someone to assist the Treasurer in the performance of his duties in the event the duties of the office become too burdensome. Such person shall in no event be the Treasurer but may be the same person assisting the Secretary.

Section 5. Historian - The Historian shall prepare, update and maintain a history of the Gladney Family in America and shall share such information as he may deem appropriate with the membership from time to time.

ARTICLE VIII - ADVISORY BOARD

Section 1. There shall be an Advisory Board which shall be comprised of all past officers of the Corporation.

Section 2. The Advisory Board may provide such advice to the Officers and Board of Directors of the Corporation as may be requested from time to time, but shall have no other duties, responsibilities or powers.

ARTICLE IX - NOMINATIONS AND ELECTIONS

Section 1. The Officers and Directors of the Corporation shall be elected at the Annual Meeting of the Corporation by a majority vote of the members present and voting.

Section 2. To be eligible to serve as an Officer or Director, one must be a member. Unless otherwise disqualified from serving, the Vice President shall automatically become the President for the two-year term following his service as Vice President.

Section 3. The term of Directors shall be three years, with one Director to be elected to a three-year term each year; provided, however, at the Annual Meeting in 1992 three new Directors shall be elected, one of whom shall serve a one-year term, one of whom shall serve a two-year term, one of whom shall serve a three-year term. There shall be no limitation on terms of Directors.

Section 4. The term of Officers shall be two years. The President and The Vice President shall not be eligible to succeed himself in the same Office, but may hold a different Office the following term. All other Officers and all Directors may succeed themselves for an unlimited number of terms of office.

ARTICLE X - MEETING

Section 1. The 1993 annual meeting of the Corporation shall be held the last weekend in July at Winnsboro, South Carolina near the Gladney Family Cemetery, and thereafter at such time and place as determined by majority vote of the members present and voting.

Section 2. A special meeting of the membership may be called at any time, upon written application of ten percent (10%) of the members. The purpose of such special meeting shall be stated in the application. The President shall give reasonable notice of such special meeting to each member.

Section 3. At all meetings of the membership of the Corporation, ten percent (10%) of the membership as shown on the records of the Corporation, in their own right shall constitute a quorum.

ARTICLE XI - AMENDMENTS

The By-laws may be amended at any Annual Meeting of the Corporation by a two-thirds vote of the members present and voting, provided the proposed amendments shall have been mailed to the membership not less than fifteen (15) days prior to the date of the Annual Meeting.

ARTICLE XII - INDEMNITY

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation) by reason of the fact that he is or was a member, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation (and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful), to the maximum extent permitted by, and in the manner provided by applicable law.

ARTICLE XIII - EFFECT

These By-laws supersede all existing By-laws of Descendants of Richard II and Jane Gladney and shall take effect upon their adoption.

The Within and foregoing By laws were adopted by the affirmative vote of the majority of the members of the Corporation held on
July 25 1992 at Vicksburg, MISS.
Month Day

Wm. C. Gladney
Secretary of the Corporation

J. B. Henderson
President of the Corporation
James Gladney "Dick" Henderson