

BY-LAWS

MINING ASSOCIATION OF SOUTH CAROLINA

ARTICLE I - NAME, PURPOSE AND LOCATION

Section 1. - The name of this association is Mining Association of South Carolina, Inc. and is a nonprofit corporation without the authority to issue capital stock and organized under the laws of the State of South Carolina.

Section 2. - The purpose of the association shall be to advance the mineral resource industries of the State of South Carolina, to provide information of legislative matters to the industry and to perform any and all other acts which lawfully may be performed by a nonprofit corporation under the laws of the State of South Carolina.

Section 3. - The office of the association shall be located in Columbia, South Carolina or at such other location in the State of South Carolina as may be better suited as determined by the Board of Directors.

ARTICLE II - MEMBERSHIP

Section 1. - Regular memberships shall be open to all persons, firms, partnerships, or corporations engaged in mining and/or processing mineral within the State of South Carolina.

Section 2. - Associate memberships shall be open to all persons, firms, partnerships or corporations engaged in providing services, materials or equipment to the mining industry provided, however, associate members shall not have a vote in the affairs of the association except as provided for in Article V., Section 1.

Section 3. - Senior Memberships shall be open to retired representatives of regular member companies. These Senior members shall be entitled to all of the privileges of regular members, including that of holding office, except for voting privileges.

Section 4. - The acceptance by the Board of Directors of the association of the prescribed dues shall constitute membership in the association. Failure to pay the prescribed dues within thirty days of the due date, and upon ten days written notice by the treasurer, shall terminate membership.

Section 5. - Each member or associate member shall designate a properly authorized individual to receive notices, attend meetings, vote, etc.

Section 6. - Each person, firm, partnership or corporation described above shall be entitled to one membership only.

Section 7. - All members agree to abide by the By-Laws of the association including any changes, which may be voted in the future.

ARTICLE III – FINANCES

Section 1. - Dues for each class of membership shall be set from time to time by a majority vote of the Board of Directors. New members shall pay annual dues for a partial year prorated on the basis of quarters, calculated to the nearest full quarter. Dues shall date from the first of the fiscal year.

Section 2. - The fiscal year shall begin January 1 and end December 31.

Section 3. - No member or officer shall be personally liable for any obligation or liability of the Association or any subdivision to any extent whatever.

Section 4. - The financial affairs of the association and any of its subdivisions shall be audited at the end of the fiscal year, upon change of treasurer, or upon request of the Board of Directors. Such audit shall be made by a Certified Public Accountant licensed under the laws of the State of South Carolina who shall be appointed by the

Board of Directors. The scope of such audit shall be in accordance with generally accepted auditing standards in effect at the time of the audit. At the completion of each such audit, a report thereon shall be made to the Board of Directors.

Section 5. - Each subdivision shall conduct its affairs in a manner, which will result in actual expenditures not exceeding its funds. The Association shall not be liable for any liabilities of any subdivision, except upon approval of a resolution by the Association Board of Directors for each specific liability. Any liabilities contracted by a subdivision shall be in the name of the subdivision and not in the name of the Association.

Section 6. - Liabilities incurred by virtue of unusual or special arrangement or by contracts other than in the normal course of business shall not be valid or binding upon the Association or any subdivision unless the same be reviewed and authorized by the Executive Committee.

Section 7. - No dues or assessments shall be refunded to any member whose membership terminates for any reason.

Section 8. - The Executive Committee shall have the power to authorize the disbursement of Association funds by co-signature of any two members of the Executive Committee including the Executive Director, provided that one of the signers must be the President or the Treasurer.

Section 9. - Any subdivision of the Association having separate funds shall have the power to authorize disbursement of subdivision funds by co-signature of one Subdivision Officer and one Association Officer or Executive Director.

Section 10. - Any funds in excess of that required to any subdivision liabilities shall become the property of the Association upon termination of the subdivision.

ARTICLE IV - MEETINGS

Section 1. - The annual meeting of the Association shall be held during the fourth quarter of the year at a time and place to be determined by the Board of Directors, to elect by ballot the new members of the Board of Directors, and to conduct such other business as should properly come before the meeting. The secretary shall advise the membership in writing at least ten days prior to this meeting and enclose a proxy for the member's use.

Section 2. - A majority of regular membership, either in person or by proxy in the hands of the secretary, shall constitute a quorum for the transaction of business.

Section 3. - Each regular member shall have one vote, and if the membership is in the name of the firm, partnership or corporation, the name of the individual authorized to vote shall be designated. Associate members shall not participate in ballot vote and shall not be eligible for election to the Board of Directors except as provided for in Article V., Section 1.

Section 4. - Special meetings of the membership may be called by the Board of Directors or by petition of ten percent of the membership to the Board of Directors for specific purposes, which shall be stated in the notice given by the secretary at least ten days prior to the meeting. No other business shall be conducted at such meetings.

ARTICLE V - BOARD OF DIRECTORS

Section 1. - The Board of Directors shall consist of thirteen (13) regular members elected by majority vote of the regular members present either in person or by proxy at the annual meeting. They shall be drawn as equably as possible from each segment of the mining industry. The term of office is three years, except as provided in Article V, Section 6. As terms expire, replacements shall be elected for three-year terms. Associate members shall be formed into a section of membership within the association and from each ten associate members, they shall elect a member of the Board of Directors for a three-year term, with one elected annually. Should a vacancy occur, refer to Article V, Section 6. At no time shall the number of associate member directors exceed three (3).

Section 2. - The immediate Past President may be elected an officer by majority vote of the Board of Directors.

Section 3. - The Board of Directors shall appoint a nominating committee prior to each annual meeting to present a slate of candidates to replace the outgoing directors and for any such vacancy as may occur. Such candidates shall be polled regarding their willingness to serve. Nominations shall be accepted from the floor. Outgoing directors are eligible for re-election.

Section 4. - The board shall meet during the fourth quarter of the year to elect from the board membership a chairman, vice-chairman, secretary, and treasurer who shall automatically become the president, vice president, secretary and treasurer of the Association. The officers of secretary and treasurer may be combined at the discretion of the board. Officers elected shall take office effective January 1 and shall serve for the calendar year.

Section 5. - In the event that an office should become vacant for any reason whatsoever, the office shall be filled by election from among the remaining directors.

Section 6. - Should a vacancy on the board occur, the remaining board, at its discretion, may elect a director to serve until the time of the next annual meeting or special meeting of the association, at which time the association shall elect a director to complete the unexpired term.

Section 7. - The officers of the board shall constitute a three man executive committee with the power to conduct the business affairs of the association, but subject to majority approval of the board.

Section 8. - The Executive Committee shall direct the treasurer regarding the depository of funds and cause him to be bonded at treasury expense, at their discretion.

Section 9. - The Board of Directors may at its discretion establish committees or subdivisions as it may deem necessary to support the activities and interests of the Association. Such committees or subdivisions may, with the consent of the Board of Directors, elect officers, establish a budget, raise separate funds, authorize separate disbursement of funds, and establish policies in harmony with the policies of the Association. Such committees or subdivisions may not obligate the Association in any way. Such committees or subdivisions may automatically expire or they may be terminated at any time by the majority vote of the Board of Directors.

Section 10. - Meetings of the board may be called by the chairman at any time as required by the affairs of the association. Five members of the board, in person, shall constitute a quorum for conducting business and a majority vote shall prevail on any business under consideration.

ARTICLE VI - STANDING COMMITTEES

- Section 1. - The following standing committees shall be appointed to serve one year:
- Technical
 - Regulations
 - Safety
 - Environmental
 - Meetings
 - Communications

ARTICLE VII - ANTITRUST

Section 1. - It is the policy of the Association to comply strictly with all federal and state antitrust laws and trade regulations promulgated thereunder.

Section 2. - The Association specifically prohibits its members, directors, officers, and staff from engaging in any activity or conduct which has the effect, intent, or even the appearance of restraining trade, including efforts to fix prices, divide markets, allocate production, or impose boycotts.

ARTICLE VIII - DISSOLUTION OF THE CORPORATION

This corporation may be dissolved at any time by a majority vote of the membership and by due process as provided by the laws of the State of South Carolina in such matters. The members of the association consent and agree that any funds remaining, after payment of any and all debts, shall be distributed to such qualified charitable and/or educational institutions in the State of South Carolina as shall be determined by the Board of Directors.

ARTICLE IX - CHANGES IN BY-LAWS

The by-laws of this association may be amended or altered by a majority vote of the membership in person or by proxy at any meeting, provided that the proposed amendment or change be described in the notice of the meeting.

ARTICLE X - CORPORATE SEAL

The corporate seal shall be circular in form and inscribed with the name of the corporation.