

**Amended and Restated
Bylaws
of
Independent Banks of South Carolina, Inc.**

**ARTICLE I
General**

The Mission of the Independent Banks of South Carolina, Inc. (the "Association") is to create and promote a business, economic and legislative environment whereby the independent community banks in South Carolina can flourish.

The general purpose of the Association is to advance and safeguard the American system of community banking in the belief that it is best suited to provide financial services to the diversified communities we serve in South Carolina.

The Association will support where appropriate the legislative, business and educational agenda of the Independent Community Bankers of America. Additional objectives set out by the Association are:

- To be an advocate for the independent community banks in South Carolina;
- To develop and provide quality products and services to independent community banks in South Carolina;
- To support programs that encourage the profitability and autonomy of independent community banks in South Carolina;
- To provide quality educational programs and other opportunities for independent community banks in South Carolina;
- To represent the independent community banks in South Carolina with legislators, bank regulatory authorities and bank lobbyist where appropriate on both a state and national level; and
- To operate the Association with the utmost financial integrity and to consistently maintain a proactive strategic planning process in the best interest of the independent community banks in South Carolina.

**ARTICLE II
Offices**

SECTION 1. Principal Office. The principal office of the Association shall be 100 Covington Drive, Chapin, SC 29036, or such other place as the Board of Directors from time to time may select.

SECTION 2. Additional Offices. In addition to the principal office, the Association may have such other offices as may be helpful or convenient to the Association's operations.

Section 3. Registered Office and Registered Agent. The address of the registered office is 100 Covington Drive, Chapin, SC 29036. The name of the registered agent of the Association is Teresa D. Taylor.

ARTICLE III

Name, General Purpose, Plan of Operations

SECTION 1. Name. The name of this Association shall be "Independent Banks of South Carolina, Inc."

SECTION 2. Purpose. The object and general purpose of the Association shall be those set forth in Article I, in addition to engaging in any lawful activity for which nonprofit corporations may be organized under the laws of the State of South Carolina.

SECTION 3. Operations. The plan of operation shall be that set forth in Article I and in the following Articles.

ARTICLE IV

Membership

SECTION 1. Membership. Membership in this Association shall be either a "Regular Member", "Associate Member" or "Honorary Member."

SECTION 2. Regular Member. Any National Bank, State Bank, State or Federal Savings Association, Banking Firm or Trust Company, domiciled in the State of South Carolina which conducts its business as a community bank in the State of South Carolina, may become a Regular Member of the Association upon the invitation of the Board of Directors and upon payment of such annual dues as shall be fixed from year to year by the Board of Directors. If, and when, any Regular Member shall cease to carry on a regular banking business or in the opinion of a majority of the members of the Board of Directors said bank or its stockholders shall cease to be a community bank, said bank shall immediately cease to be a member, and all dues paid shall be forfeited.

SECTION 3. Associate Member. Associate Members may consist of any person, firm or corporation in accordance with the purposes of the Association and whose purpose is to conduct business with Regular Members. Applications for Associate Membership shall first be submitted to and approved by the Board of Directors and upon payment of such annual dues as shall be fixed from year to year by the Board of Directors. Associate Members shall be entitled to enjoy all the privileges and courtesies of the Association, including its General Convention. Associate Members shall not have the right to vote on any matters or hold any elective or appointed office of the Association.

SECTION 4. Honorary Member. Honorary Membership may be conferred on individuals or organizations by the Board of Directors and shall be entitled to enjoy all of the privileges and courtesies of the Association, including attending the annual meeting, except that dues may not be

required and they shall not have the right to vote on any matter or hold any elective or appointed office of the Association.

SECTION 5. Annual Dues. Any member failing to pay any invoice from the Association for the amount of its annual dues to the Association when due and payable may be suspended until payment in full of the outstanding amount of the invoice. In the event any invoice remains outstanding for more than sixty (60) days, without approval of the Board of Directors, the member shall be considered to have withdrawn from membership and shall thereupon forfeit all privileges of its membership; provided, however, that such member may be reinstated by approval of the Board of Directors and after payment of all dues in arrears to the Association.

SECTION 6. Termination of Membership. Any member may be expelled from membership by a majority vote of all the members of the Board of Directors.

ARTICLE V

Delegates

SECTION 1. Delegates. A delegate is defined as the representative of a banking institution holding an active Regular Membership in the Association. The representative of a Regular Member must be an officer, director or manager of the Regular Member. The Chairman, President and/or CEO may appoint the representative of the Regular Member to serve as the delegate.

SECTION 2. Number of Votes. In the election of officers or the transaction of any Association business wherein a vote is necessary to be taken, each member bank holding an active Regular Membership shall be entitled to have only one vote to be cast by its properly appointed and accredited delegate.

SECTION 3. Voting. Delegates shall vote in person only and no voting by proxy shall be permitted. No delegate shall represent more than one membership and no membership shall be represented by more than one delegate.

ARTICLE VI

Meetings

SECTION 1. Annual Meeting. The Association shall hold an annual meeting each year on such date set by the Board of Directors. The governing authority of the Association is in the annual meeting.

SECTION 2. Annual Meeting Location. The annual meeting of the Association shall be held at a time and place as designated by the Board of Directors. The time and place of holding such annual meeting shall be preceded by not less than thirty days written or electronic notice to the active membership to be given by the Secretary-Treasurer.

SECTION 3. Special Meeting. Special meetings of the Association may be called at any time by a majority of all members of the Board of Directors or if Regular Members holding a majority of the voting power of the Association sign, date and deliver to the Secretary-Treasurer one or more written demands for the special meeting describing the purpose or purposes for which

the special meeting is to be held. A special meeting of the Association may be held at a time and place as designated by the Board of Directors. The time and place of holding such special meeting shall be preceded by not less than thirty days written notice to the active membership to be given by the Secretary-Treasurer.

SECTION 4. Quorum. Other than the voting requirement set forth in Article VII, SECTION 4, one third (1/3) of the Regular Members represented at an annual meeting or special meeting shall constitute a quorum.

ARTICLE VII

Officers and Administration

SECTION 1. Officers. The officers of the Association shall be a Chairman, Chairman-Elect, First Vice Chairman, a Secretary-Treasurer and Immediate Past Chairman, all of whom shall be members of the Board of Directors, and an employed President and Chief Executive Officer who shall be a non-voting ex-officio member of the Board of Directors. No officer or director will be eligible for election to the same office for more than two (2) consecutive terms.

- A. The Chairman will preside at all meetings and see that the by-laws are duly observed and enforced, appoint all committees members, and perform all the acts incident to the office of Chairman. The Chairman shall serve as an ex-officio member of all committees.
- B. The Chairman-Elect shall, in the event of the Chairman's death, resignation or inability to discharge the duties of the office of Chairman, become the Chairman with all the powers and duties of such office. The Chairman-Elect will also have full responsibility for the annual Seminar(s) upon the advice and consent of the majority of the Board of Directors. The Chairman-Elect shall also serve on the Nominating Committee and any other committees as appointed by the Chairman.
- C. The First Vice Chairman shall, in the event of the Chairman-Elect's death, resignation or inability to discharge the duties of the office of the Chairman-Elect, become the Chairman-Elect with all the powers and duties of such office. The First Vice Chairman shall serve on any committees as appointed by the Chairman.
- D. The Secretary-Treasurer shall supervise the collection of all monies due to the Association and shall verify the accuracy of the bank account maintained in the name of the Association. The Secretary-Treasurer will have the responsibility to send invoices to members and oversee the collection of all dues and shall disperse the monies at the direction of the Chairman or President and Chief Executive Officer, with the common consent of the Board of Directors. The Secretary-Treasurer shall be responsible for keeping complete and accurate records and presenting a financial statement at each meeting of the Board of Directors and the annual meeting. The Secretary-Treasurer shall serve as the Chairperson of the Audit/Finance Committee and serve as a member of any other committee as appointed by the Chairman. In the absence of the President and Chief Executive Officer, the Secretary-Treasurer shall perform the duties of the President and Chief Executive Officer. The Secretary-

Treasurer shall work in conjunction with the President and Chief Executive Officer to perform these duties.

- E. The President and Chief Executive Officer shall give due and timely notice of all director's meetings; keep complete and accurate minutes of all meetings, coordinate the work of the various committees and officers, arrange for the Annual or Special Meetings, Seminars and other meetings as directed by the respective committees and/or officers, and perform such other duties pertaining to the objectives of the Association as directed by the Chairman and/or Board of Directors. The President and Chief Executive Officer shall serve as an ex-officio member of all committees.

SECTION 2. Term. The Chairman, Chairman-Elect, First Vice Chairman, and the Secretary-Treasurer shall be elected for a term of one year, beginning on September 1st following the annual meeting and ending on August 31st the year next succeeding, or until their successors have been elected by the delegates attending the annual meeting.

SECTION 3. Executive Committee. The officers of the Association shall be called the Executive Committee and shall consist of the Chairman, Chairman-Elect, First Vice Chairman, Secretary-Treasurer and Immediate Past Chairman. The President and Chief Executive Officer shall be an ex-officio member. The Executive Committee shall administer the affairs for the Association and perform such duties as provided by the Board of Directors in the interim between the annual meetings.

SECTION 4. Merger Approval. Upon the approval of at least two-thirds (2/3) of the Board of Directors, the Executive Committee may negotiate terms of a merger or consolidation with any organization that might result in the merger or dissolution of the Association or any of its subsidiaries; *provided that*, the Executive Committee shall not approve terms of a merger with any organization that might result in the merger or dissolution of the Association or any of its subsidiaries without prior approval of at least two-thirds of the Board of Directors and approval of at least eighty percent (80%) of all Regular Members in good standing.

ARTICLE VIII

Board of Directors

SECTION 1. Composition. There shall be elected directors to be known as the Board of Directors and such Board of Directors shall consist of no less than three Regular Members. The number and identity of the directors shall be proposed by the Nominating Committee and voted on and approved at the annual meeting by the Regular Members. The directors to be elected may be apportioned equally, to the extent possible, among the various regions of South Carolina that the Board of Directors determines appropriate.

No director shall be eligible for election to the same office for more than two (2) consecutive terms, a single term being for two (2) years, and shall not serve more than four (4) years, with the exception of the South Carolina Director of the ICBA and the representative of the Leaders of Tomorrow division of the Association, each of which shall serve on the Board of Directors for the term during which they hold such offices.

Notwithstanding action taken by the Nominating Committee, the Board of Directors may amend the number of directors, as appropriate and by a majority vote of the Board of Directors, to meet the needs of the Association.

SECTION 2. Vacancies. Vacancies on the Board of Directors shall be filled by a majority vote of the Directors remaining in office. Each Director so selected shall serve until his/her successor is appointed at the next annual or special meeting.

SECTION 3. Meetings. The Board of Directors may hold regular or special meetings in or out of the State of South Carolina. The Board of Directors shall meet four (4) times per year and at least quarterly. The Board of Directors may, by resolution, set the time and place for holding regular meetings and no other notice of the meeting shall be required than the resolution. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman, the President and Chief Executive Officer or at least twenty percent (20%) of the Board of Directors then in office. The person or persons authorized to call the special meeting shall set the time and place for holding any special meeting called by them.

SECTION 5. Notice. Notice of regular meetings of the Board of Directors need not be given, except to the extent set forth in Section 5 of this Article. Written notice of each special meeting, setting forth the date, time, and place of the meeting shall be given to each Director at least two (2) days before the meeting. The notice may be given either personally, or by sending a copy of the notice through the United States mail, by telephone, e-mail or facsimile, charges prepaid, to the address of each Director appearing on the books of the Association. If mailed, such notice shall be deemed delivered when deposited in the United States mail.

SECTION 6. Quorum. A majority of the Directors elected, then serving and present to vote shall constitute a quorum for the transaction of business at any regular or special meeting.

SECTION 7. Informal Action by Board. Any action required or permitted to be taken at a meeting of the Board may be taken with like effect without a meeting if one or more written consents setting forth the action so taken shall be signed by each Board member.

SECTION 8. Conduct of Meetings. The Board of Directors or President and Chief Executive officer may permit any or all directors to participate in any meeting by, or conduct a meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting.

SECTION 9. Waivers. A Director may waive any notice required by law, the articles of incorporation, or the bylaws before or after the date and time stated in the notice. Except as set forth hereafter, such waiver must be in writing, signed by the Director entitled to notice, and filed with the minutes or corporate records. The attendance of a Director at any meeting shall be deemed a waiver of notice unless his/her appearance at such meeting is made for the sole purpose of objecting to the

transaction of any business because the meeting was not lawfully called or convened, and provided the Director does not thereafter vote for or assent to action taken at the meeting.

SECTION 10. Removal of Directors. Directors may be removed from office in accordance with the provisions of the laws of South Carolina or as may be provided herein.

SECTION 11. E-Mail Voting Procedures. An e-mail vote may be permitted on any action otherwise required to be taken at a regular meeting or special meeting. To be properly voted upon, an e-mail will be sent to all members of the Board detailing any motion to be properly made. The e-mail will also include a deadline date and time. In order for the motion to pass, the Secretary must receive a majority of favorable votes with at least a quorum participating in the vote.

SECTION 12. Special Business. It shall be the duty of the Board of Directors to have charge of and direct any special business of the Association arising between the annual meetings. Should any office or directorship of the Association become vacant for any reason, the Board of Directors may elect any qualified member of the Association to fill the unexpired terms of that office if in the opinion of the majority of Directors it will be beneficial to the Association to fill that office before the next annual meeting.

ARTICLE IX Staff Positions

The Board shall have exclusive discretion and authority to establish staff positions for the administration of the Association, define and establish the scope of the duties and responsibilities for staff, and hire and discharge staff. Staff may be volunteers or paid employees. The President and Chief Executive Officer shall be in charge of any staff hired by the Board of Directors.

ARTICLE X Committees

SECTION 1. Committees. Committees may be created by the Board of Directors for any specific purpose. Unless otherwise set forth herein, the membership of the committees shall be composed of active members of the Association and appointed by the Chairman. Unless specifically provided otherwise in the resolution creating the committee or if designated as a standing committee, the Committees shall expire upon making their reports, or if no reports are made, at the adjournment of the annual meeting that occurs following an appointment.

SECTION 2. Standing Committees. The following committees shall function annually:

Executive Committee. The officers of the Association shall be called the Executive Committee and shall consist of the Chairman, Chairman-Elect, First Vice Chairman, Secretary-Treasurer and Immediate Past Chairman. The President and Chief Executive Officer shall be an ex-officio member. The Executive Committee shall administer the affairs for the Association and perform such duties as provided by the Board of Directors in the interim between the annual meetings.

Nominating Committee. The Nominating Committee shall consist of the current Chairman, Chairman-Elect and Immediate Past Chairman, provided that the bank represented is in good standing. The Immediate Past Chairman shall serve as chairman. The function of this committee is to identify, confirm, and nominate individuals for openings of officers and the Board of Directors.

Audit/Finance Committee. The Audit/Finance Committee shall consist of the current Secretary-Treasurer serving as chairman, with a minimum of two other individuals. The primary functions of this committee is to ensure the audit timetable is established and completed on schedule, as well as, review the results of the audit and report any findings to the Board of Directors. The Secretary-Treasurer will present the audit report to the Membership at the Annual Convention. In addition, this committee is to establish and present an operating budget for the upcoming fiscal year for approval to the Board of Directors no later than October 1st.

Annual Meeting Committee. The Annual Meeting Committee shall consist of at least five individuals with at least one member of the Executive Committee serving. The chairman of this committee shall be appointed by the Chairman. The primary function of this committee is to plan and execute the annual meeting in conjunction with the President and Chief Executive Officer.

Leaders of Tomorrow Committee. The Leaders of Tomorrow (LOT) Committee shall consist of those bankers under the age of forty (40) who are employed by members of the Association. The LOT Committee shall elect a Chairman, Vice Chairman and Secretary-Treasurer as its officers. The LOT Committee shall be responsible for establishing and presenting a plan and budget for the Committee and submitting it to the Association Board of Directors for approval.

History/Bylaws/Legislative Committee. The History/Bylaws/Legislative Committee shall consist of at least five individuals. The function of this committee is to study the Association corporate documents and prepare any resolutions to further the cause of the Association and compile the annual Association history. This committee will also primarily receive information on legislation and report to the Board of Directors analysis and interpretation of the potential impacts of such legislation on the Association and its members.

Membership/Education Committee. The Membership/Education Committee shall consist of at least three individuals. The primary function of the committee is to identify and review new banks in South Carolina. The chairman of the committee will be responsible for contacting the chief executive officer of new banks regarding Association membership. The committee will be responsible for contacting banks which are not new in an effort to obtain new membership throughout South Carolina. The members of the committee will study and report to the Board of Directors any programs or ideas to promote independent banking and services to the Association membership.

Other Committees. The Chairman, with the approval of the Board of Directors shall name such other committees as may deemed necessary and/or appropriate. Committee chairmen will be appointed by the Chairman.

Committee membership. In the event, individuals named above to standing committees are not able to serve, the Chairman shall name replacements. Committee member are not required to be members of the Board of Directors. The Chairman has the authority to delegate selection of committee members to the committee chairman.

ARTICLE XI

Finances

SECTION 1. Contracts. The Chairman, Chairman Elect and/or President and Chief Executive Officer are authorized, with prior approval of the Board, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and to institute, join in, or become a party to any suit at law or in equity in which the Association may have an interest. The First Vice Chairman and/or Secretary-Treasurer of the Association may attest the signatures of such officers and affix the corporate seal, if any, to any such instrument; however, the presence of such attesting signature or corporate seal shall not be required for the validity of such instrument unless required by law. Other officers or employees may be empowered by the Board of Directors to execute such contracts or instruments as the Board directs.

SECTION 2. Loans. No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific incidents.

SECTION 3. Restriction on Use of Funds. The Chairman, Secretary-Treasurer and President and Chief Executive Officer shall have signing authority on any and all bank accounts held in the name of the Association or any of its subsidiaries. The Board of Directors shall have the authority to establish policies and procedures regarding use of the Association's funds, including such policies and procedures as the Board of Directors may deem necessary to prevent private inurement or individual benefit accruing to any Director.

SECTION 4. Deposits. All funds of the Association not otherwise employed shall be, from time to time, deposited to the credit of the Association in such member banks, trust companies or other depositaries as the Board of Directors may select.

SECTION 5. Fiscal Year. The fiscal year of the Association shall commence on January 1 of each year and end on December 31 in each year.

SECTION 6. Financial Report. The Secretary-Treasurer of the Association shall annually prepare a detailed financial report of contributions and expenditures of the Association during its fiscal year.

SECTION 7. Corporate Seal. The Board of Directors may provide a suitable corporate seal for use by the Association, but no seal shall be necessary for the validity of any transaction except as may be required by law.

ARTICLES XII

Policies

The Association shall be guided by policies approved by the Board of Directors. The Executive Director and other relevant staff shall periodically review established policies and make recommendations to the Board concerning any proposed changes

ARTICLE XIII

Parliamentary Authority

Robert's Rules of Order Newly Revised, in its most recent revision, shall be the parliamentary authority governing the meetings of the Association, Board of Directors, Annual Meetings and all committees, subject to the laws of the state of South Carolina, the articles of incorporation, these bylaws, and any special rules of order adopted by the Association.

ARTICLE XIV

Indemnification

The Association shall indemnify directors and officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by the laws of the State of South Carolina.

ARTICLE XV

Amendments

These Bylaws may be amended at any annual or special meeting of the members by an affirmative majority vote of the delegates who are entitled to vote at a meeting at which a quorum is present; provided, however, that no vote on any proposed amendment to the Bylaws shall be taken prior to the next day following the introduction of such proposed amendment at an annual or special meeting, or provided that the proposed amendment has been submitted to the Regular Members at least thirty days prior to the annual or special meeting. To the extent any provision in these Bylaws requires approval of greater than a majority, any amendment to such provision requires approval by such greater vote.

CERTIFICATE

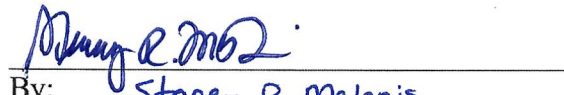
We, the undersigned, hereby certify that we acted as Chairman and Secretary, respectively, at the annual meeting of Independent Banks of South Carolina, Inc., held on the 26th day of July 2025, at which the foregoing Amended and Restated Bylaws were duly adopted as and for the Bylaws of said Association, and hereby further certify that the foregoing constitute the Bylaws of said Association.

Dated this 26th day of July, 2025



By: Samuel S. Williamson

Title: Chairman



By: Stacey R. McInnis

Title: Secretary