

DRAFT - Proposed revisions - 501-c-3
BYLAWS
OF
SOUTH CAROLINA PROGRESSIVE NETWORK EDUCATION FUND
Filed with the South Carolina Secretary of State March 1998
Amended: July 21, 2001. February 8, 2004 . September 2004, April 28, 2006

ARTICLE 1
GENERAL PROVISIONS

1. Name. The name of the corporation shall be South Carolina Progressive Network Education Fund (as amended April 28, 2006 by Board Resolution).

Offices. The corporation shall maintain its principal office at **2025 Marion St. Columbia SC 29202.**

ARTICLE 11
PURPOSE AND STATUS

1. Purpose. The purpose of this corporation is to promote human, civil, worker's and reproductive rights, environmental protection and government reform through education and advocacy.

The purposes for which the corporation is organized are exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any further United States Internal Revenue Law. This organization shall not carry out any other activities not permitted by Section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any further United States Internal Revenue Law.

2. Nonprofit status. This corporation is organized pursuant to the South Carolina Nonprofit Corporation Act of 1994. This corporation does not anticipate pecuniary gain and is organized for nonprofit purposes. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the corporation.

ARTICLE III.
MEMBERS AND MEMBERSHIP

1. Membership. Membership is open to any organization that shares the interests and goals of the corporation. The organization will be considered an active, voting member after successfully completing the application process.

2. Application Process: For organizations, completion of the application form, submit information on its (1) infrastructure and (2) membership. For infrastructure, the organizations should demonstrate how the organization is an entity separate from the parent or affiliate organization that might include (but should not be limited to) a description of the organization, bylaws, financial statements, or descriptions of projects. For membership, organizational descriptions may include number, dues, status, diversity of constituency, and demographics. (amended July 21, 2001). Upon review of the organization's application and supporting documentation, membership will be granted upon the approval of the executive committee.

3. Dues. The Board of Directors may establish a dues requirement for members, including different categories of dues or waivers of dues for some members

4. Voting Rights. Each member organization, shall be entitled to one vote on each matter submitted to a vote of the members. Individual members are represented on the Board of Directors and the Executive Committee by their respective Regional Coordinator and the "At Large" member of the Executive Committee.

5. Meetings of Members.

A. Annual Meetings. The annual meetings of the members of the corporation shall be held at **a time** and place to be determined by the Board of Directors. **(within the state of South Carolina, on, or about, the second Saturday in the month of September in each year.)**

B. Special Meetings. Special meetings of the members may be called at any time by either Cochair or by two Directors and must be called by the Cochairs or Secretary on receipt of the written request of one third of the members of record of the corporation.

C. Notice of Meetings. Notice of the time, place and purpose or purposes of the annual or special meetings shall be mailed to each member of record on the books of the corporation at least thirty (30) days prior to the date of the meeting.

D. Quorum. At any meeting of the members of the corporation the presence of one third of the members in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of a majority of members present in person or by proxy, without any further notice to any absent.

E. Proxies. No proxy shall be deemed operative unless and until signed by the member and filed with the corporation ten days prior to the meeting.

5. Removal of Members. Any member may be removed from membership by the affirmative vote of two-thirds of the full membership at any annual or special meeting called for that purpose, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

6. Chapter & Affiliate Organizations. Along with the agreement to support the Network's mission, a chapter and affiliate organization should submit an additional rationale for inclusion as a separate organization. In that rationale for inclusion, organizations may consider the following criteria: (1) infrastructure and (2) membership. Under infrastructure, organizations should demonstrate how the organization is an entity separate from the parent or affiliate organization that might include (but should not be limited to) a description of the organization, bylaws, financial statements, or descriptions of projects. Under membership, organizational descriptions may include number, dues, status, diversity of constituency, and demographics. (Amended bylaws SC Progressive Network, April 29, 2001).

ARTICLE IV BOARD OF DIRECTORS

1. The Board of Directors shall be composed of one representative from each member organization in good standing. The Board of Directors may elect additional members of the Board from individual members or from other members of organizational members.

2. The member organizations shall choose their Board representative from amongst their membership as according to their respective bylaws.

3. Individual members of the Progressive Network (501-c-4) shall be represented on the Board of Directors by the "At Large" officer on the Executive Committee and their respective Regional Coordinator.

4. Meetings. The Board of Directors shall meet at least twice a year at such times and places as agreed upon by the Executive Committee. Special meetings can be called by a Cochair and one-fourth of the Board membership acting in concert. Meetings may be conducted by conference telephone calls.

5. A quorum for Board meetings shall consist of one-third of member groups, in person, or in proxy.

6. Powers. All the corporate powers, except as otherwise provided in these bylaws and in the laws of the state of South Carolina, shall be vested in the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or the officers of the corporation, such powers as they may see fit.

7. Compensation. Board members shall not receive any fixed compensation for their services as Board members, but by resolution of the Board a reasonable sum or expenses of attendance may be allowed for attendance at meetings of the Board. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

8. Executive Committee. The officers of the corporation form the Executive Committee and shall be elected **biannually** from the corporation's membership to include: **Co-chairs, Co-Vice Chairs, Co-Secretaries**, Treasurer, At-Large member, regional coordinators, and other such officers as determined by the Board of Directors. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the corporation between meetings of the Board. (**Consider dropping "Co's" and adding Labor and Legislative Vice Chairs**)

ARTICLE V
OFFICERS

1. Officers. The officers of the corporation shall be known as the Executive Committee and shall consist of **Co-chairs, Co-Vice Chairs, Co-Secretaries**, Treasurer, At-Large member, regional coordinators, and other such officers as determined by the Board of Directors.

2. Election and Term of Office: Officers of the corporation, except the Regional Coordinator, shall be elect biennially by the Board of Directors from among their number. This will be done through staggered terms for the Co-Chair, Co-Vice Chair and Co-Secretary positions. Regional Coordinators will be elected at each respective regional meeting preceding the September state annual meeting. Said election will be presided over by an officer or the Executive Director. Regional members will be notified 10 days before the election. Proxy Vote is accepted if written, signed and placed in a sealed envelope to be opened by the person presiding over the election.

3. **Co-chairs.** *The Co-chairs* shall be the principal executive officers of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The Co-chairs shall preside at all meetings of the Board of Directors. The Co-chairs shall perform all duties incident to the office of president or chairman and such other duties as from time to time may be assigned by the Board of Directors.

4. **Co-Vice Chairs.** At the request of the Co-chairs, or in their absence or disability, the co-vice chairs shall perform the duties and possess the powers of the co-chairs. The co-vice chairs shall perform such other duties as from time to time may be assigned by the Board of Directors.

5. **Co-Secretaries.** The co-secretaries shall ensure that a complete record of all meetings of the corporation and of the Board of Directors is kept and that all notices required by law and these bylaws are served. The co-secretaries shall make all reports required by law and shall perform other duties as may be prescribed by the Board of Directors

6. Treasurer. The treasurer shall ensure that full and accurate accounts of receipts and other disbursements are kept, that yearly balance and revenue and expense statements detailing the financial condition of the corporation as of the close of the immediate preceding fiscal year are maintained and shall perform other such duties as may be prescribed by the Board of Directors.

7. At-Large member. An At-Large member of the Executive Committee shall be elected from the general membership. The At-Large member shall represent the interests and concerns of individual Network members.

8. Regional Coordinators. Regional Coordinators shall be elected by members in good standing in their respective regions. The Board of Directors shall be responsible for establishing and revising the number and boundaries of these regions, based on population density and the number of individual members in a given area (at the time of this amendment, July 21, 2001, regions were designated to correspond with area codes).

Duties of Regional Coordinators

- A. Represent individual members in their district on the Network Board.
- B. Represent the Network to the region.
- C. Recruit members, both individual and organizational, to the Network.
- D. Coordinate communications between and among regional members, and between regional and state levels (Executive Committee) of the Network.
- E. Facilitate regional meetings, in consultation with state-wide organizational leadership.
- F. At the discretion of the Executive Committee, more than one person may hold the position of Regional Coordinator, i.e. Co-Coordiators for a given region. However, only one coordinator from that region will have a vote during a state or Board of Director meeting.

9. Removal. Any officer may be removed by the Board of Directors whenever in its judgement the best interests of the corporation would be served thereby. The officer removed will be notified by mail prior to removal and given the opportunity to appear and be heard from before a quorum of the board. Removal will occur by a majority vote of said quorum.

10. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VI.
MISCELLANEOUS PROVISIONS

1. Fiscal year. The fiscal year of the corporation shall be the calendar year.
2. Amendments to bylaws. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting of the Board, if at least five days written notice is given of the intention to alter, amend or repeal or to adopt new bylaws at such meeting. The bylaws may also be altered, amended or repealed and new bylaws may be adopted at any meeting of the members of the corporation by a majority vote of all the members, provided that notice of the proposed action is inserted in the notice of such meeting.
3. Distribution of assets upon dissolution. Upon dissolution or winding up of the corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for a tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

4. Ant-discrimination statement.

The South Carolina Progressive Network is committed to an anti-discrimination policy in all of its programs and services. The South Carolina Progressive Network is consciously and proactively inclusive of all areas of diversity including, but not limited to, race, ethnicity, color, national origin, ancestry, gender, sexual orientation, religion, age, socioeconomic status, marital status, language, disability, or immigration status. (Added by Ex. Committee September 2004.)