

DRAFT - BYLAWS
OF
SOUTH CAROLINA PROGRESSIVE NETWORK
(501-c-4)

ARTICLE 1
GENERAL PROVISIONS

1. Name. The name of the corporation shall be South Carolina Progressive Network

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 educational within the meaning of Section 501(c)(4) 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)(4) 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 individual who shares the interests and goals of the corporation. The member will be considered an active, voting member after successfully completing the application process.

2. Application Process:

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 shall be entitled to one vote on each matter submitted to a vote of the members. Individual members shall have a vote in the election of the Executive Committee of the corporation. Member's voting rights may be suspended by a majority of the Executive Committee, pending review of the membership at its next general membership meeting.

5. Meetings of Members.

A. Annual Meetings. Bi-annual meeting of the members of the corporation shall be held at a time and place to be determined by the Executive Committee.

B. Special Meetings. Special meetings of the members may be called at any time by the Chair or two members of the Executive Committee and must be called by the 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 given to each member of record on the books of the corporation at least fifteen (15) days prior to the date of the meeting.

D. Quorum. At any meeting of the members of the corporation the presence twenty percent 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.

ARTICLE IV EXECUTIVE COMMITTEE

1. The Executive Committee shall be composed of members in good standing, elected every two years at annual meetings, by the membership of the corporation.

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

5. A quorum for Executive Committee meetings shall consist of one-half of elected representatives.

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 Executive Committee. The Executive Committee may by general resolution delegate to members of the corporation, such powers as they may see fit.

7. Compensation. Executive Committee members shall not receive any fixed compensation for their services as Executive Committee members, but by resolution of the Executive Committee a reasonable sum or expenses of attendance may be allowed for attendance at meetings of the Executive Committee. Nothing herein shall be construed to preclude any officer 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 bi-annually from the corporation's membership to include: Chair, Vice Chair, Secretary, Treasurer, At-Large member, regional coordinators, and other such officers as determined by the Executive Committee. The Executive Committee shall have and exercise the authority in the management of the business of the corporation between meetings of the membership.

ARTICLE V OFFICERS

1. Officers. The officers of the corporation shall be known as the Executive Committee and shall consist of Chair, Vice Chair, Secretary, Treasurer, At-Large member, regional coordinators, and other such officers as determined by the Executive Committee.

2. Election and Term of Office: Officers of the corporation shall be elect biennially by the membership, from among their number, at an annual meeting of the membership.

3. Chair. The Chair shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The Chair shall preside at all meetings of the Executive Committee. The Chair 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 Executive Committee.

4. Vice Chair. At the request of the Chair, or in their absence or disability, the vice chair shall perform the duties and possess the powers of the chair. The vice chair shall perform such other duties as from time to time may be assigned by the Executive Committee.

5. Secretary. The secretary shall ensure that a complete record of all meetings of the corporation and of the Executive Committee is kept and that all notices required by law and these bylaws are served. The secretary shall insure that all reports required by law are timely and shall perform other duties as may be prescribed by the Executive Committee.

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 Executive Committee.
7. At-Large member. An At-Large member of the Executive Committee shall be elected from the general membership. The At-Large member shall serve as an ombudsman representing the interests and concerns of individual Network members and shall perform other such duties as may be prescribed by the Executive Committee.
8. Regional Coordinators. Regional Coordinators shall be elected by members in good standing in their respective regions. The Executive Committee 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.
 - 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-Coordination for a given region. However, only one coordinator from that region will have a vote during an Executive Committee meeting.
9. Removal. Any officer may be removed by the Executive Committee whenever a majority finds 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 Executive Committee. 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 Executive Committee 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 members present at any general membership 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.

