

BYLAWS OF THE  
SOUTH CAROLINA PROGRESSIVE NETWORK  
(Doing Business as a 501-c-4 corporation established, Sept. 2008. Revised: Oct. 10, 2013\*, May 15, 2016\*\*)

ARTICLE I.  
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 II.  
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 and social welfare, 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 shall be determined by 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 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: Co-Chairs, Secretary, Treasurer, At-Large member, 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 Co-Chairs, Secretary, Treasurer, At-Large member, and other such officers as determined by the Executive Committee.
2. Election and Term of Office: Officers of the corporation shall be elected biennially by the membership, from among their number, at an annual meeting of the membership. Elections may be held through the US Postal Service\*\*. Ballots shall be mailed to all members allowing a two week return time for members to indicate their choices through return mail. The ballots shall include information about, and statements by, nominees, as determined by the Nominating Committee.
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 Executive Committee. 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 Executive Committee.
4. 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.
5. 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.
6. 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 and membership liaison representing the interests and concerns of individual Network members before the Progressive Network Education Fund and shall perform other such duties as may be prescribed by the Executive Committee.
7. Nominating process\*\*: The Executive Committee shall serve as the Nominating Committee for officers of the corporation. The Executive Committee shall also serve as the Nominating Committee for Chapter officers, until such a time as all officers of a local chapter have been elected through the process described herein. Once a chapter is established, with a full compliment

of officers as per these bylaws, said Chapter can chose to establish a Chapter Nominating Committee that follows these same procedures. Candidates may be solicited from the corporation's membership by the Nominating Committee, a member of the corporation, or by self-nomination. Prospective nominees will be interviewed by the Nominating Committee as to their understanding of the history and purpose of the corporation. The Nominating Committee will rank nominees as "Qualified", or "Not Qualified At This Time." All nominees shall be placed before the corporation or chapter's general membership for consideration. Upon election, all new officers shall participate in training as to the duties of their office and their responsibility to the corporation

8. 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.

9. 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. Anti-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.

5. Establishing Chapters\*\*. (Adopted Oct. 20, 2013)

Chapters of the SCPN may be established when 10 dues paying SCPN members file a Chapter membership application with the state office and it is approved by the SCPN Executive Committee. The Executive Committee will grant or deny the application. Reasons for denial of membership must be provided to the applicant in writing. Appeals of the Executive Committee's decision may be taken to the General Membership at a biannual meeting.

Chapters of the SCPN will operate under the guidelines of federally recognized 501-c-4 organizations and be bound by the bylaws of the SCPN.

The Executive Committee may alter or amend Chapter requirements on an interim basis pending review by the General Membership at a regular, or called meeting.

The Executive Committee may resolve disputes within chapters or between chapters. The Executive Committee may decertify any chapter that fails to abide by the organization's bylaws or policies. Appeals of such decisions can be taken to the full membership.

The application will include the Chapter's responsibilities, rights and obligations, including, but not limited to:

1. The Chapter shall elect their officers by a majority vote of dues current members on a biennial basis.

a.) The Chapter Chair shall have a voting seat on the Executive Committee.

2. The Chapter shall submit all membership applications and dues to the SCPN.

3. The Chapter shall be reimbursed 50% of dues collected from SCPN members in their Chapter.

4. Chapters may raise and retain funds for their projects, with an amount, predetermined by the parties, remitted to the state office.

5. Chapters may establish their own bank accounts in accordance with federal regulations and SCPN reporting requirements.

6. Activities taken in the name of SCPN Chapters must be approved by a majority vote of the membership, or by the Chapter chair.

7. Chapters shall support SCPN consensus positions on federal and state legislation and policies. Challenges to the consensus may be taken to the General Membership.

8. Chapters have the right to establish policy positions and actions on issues of local concern.

9. Media releases and social media postings in the name of the Chapter or SCPN must be approved by the Chapter chair or their designee.