

BYLAWS OF THE SOUTH CAROLINA PROGRESSIVE NETWORK

(Doing Business as a 501-c-4 corporation established, Sept. 2008, as the organization for individual members of the Progressive Network Education Fund. Revised: Oct. 10, 2013*, May 15, 2016**, December 17, 2021)

ARTICLE I.

GENERAL PROVISIONS

- A. Name. The name of the corporation shall be the South Carolina Progressive Network.
- B. Offices. The corporation shall maintain its principal office at 1340 Elmwood Avenue, Columbia, SC 29202.

ARTICLE II.

PURPOSE AND STATUS

- A. Purpose. The purpose of this corporation is to promote human, civil, workers', and reproductive rights, environmental protection, and government reform through education and advocacy.
- B. 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.
- C. 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

- A. Membership. Membership is open to any individual who shares the interests and goals of the corporation.
 - 1. The Board shall determine a membership application process. No person shall be considered an active, voting member who has not completed the application process, been recommended to the Board by the Membership Committee, and been approved by the Board for membership.
 - 2. The standard term of membership shall be one year and shall be concurrent with the fiscal year, beginning January 1 and ending December 31. Individuals or organizations who have paid dues by or after January 1 in a given membership year shall be deemed members for the remainder of that year.
 - 3. The Board shall have the option to create a "lifetime membership" for individuals, and to establish a one-time dues assessment for this purpose. If and when a "lifetime membership" is created, an individual may become a "lifetime member" upon full remittance of the one-time dues assessment.
- B. Dues. The Board may establish a dues requirement for members, including categories of dues, and conditions by which dues may be waived.
- C. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members. The Board may establish voting rights, terms, and categories of organizations and coalition partners.
 - 1. Members shall have a vote in the election of the corporation's Board of Directors.
 - 2. A member's voting rights may be suspended by a majority of the Board, pending review of membership at the next general membership meeting.
- D. Meetings of Members.

1. Annual Meetings. Bi-annual meetings of the corporation's general membership shall be held at a time and place to be determined by the Board. The agendas of these meetings shall include reports by the Board, its officers, and its committees on business and decisions initiated, sustained, or concluded since adjournment of the last general membership meeting.
2. Special Meetings. A special meeting of the general membership may be called at any time by the Chair, or by five Directors, for a stated purpose. Such a meeting must be called by the Secretary upon receipt of the written request of one-third of the members of record of the corporation.
3. Notice of Meetings. Notice of the time, place and purpose or purposes of the bi-annual or special meetings shall be given to each member of record on the books of the corporation at least thirty (30) days prior to the date of the meeting. Notice may be transmitted electronically, with return confirmation of receipt.
4. Quorum. At any meeting of the members of the corporation, the presence of 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 recessed 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.
5. 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.
6. Meetings may be conducted by video-conference or other electronic means by prior agreement.
7. Business may be conducted by confirmed electronic communication by prior agreement.

E. 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 fifteen (15) 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

BOARD OF DIRECTORS

- A. The corporation shall be governed by a Board of Directors, which shall be composed of an odd number of persons, no fewer than nine and no more than fifteen.
 1. The Board shall have and exercise authority to manage the corporation's business between meetings of the general membership.
 2. Directors shall be elected by the general membership.
- B. Elections for the Board shall be conducted every other year. Any person who is a member in good standing at the time of election shall be eligible to vote and to be elected to the Board.
 1. Elections may be held through the U.S. Postal Service or by certified electronic communication.
 2. Ballots shall be mailed or transmitted electronically to all members, allowing a two-week return time for members to indicate their choices through return mail or by certified electronic communication.
 3. The ballots and their mailings shall include such content as determined by the Nominations Committee, including information about, and statements by, nominees.
- C. Meetings. The Board shall meet at least twice annually at such times and places as agreed upon by the Board.
 1. Special meetings can be called by the Chair or by one-third of the Board membership acting in concert.
 2. Meetings may be conducted by video-conference or other electronic means by prior agreement.
 3. Business may be conducted by confirmed electronic communication by prior agreement.
- D. Two-thirds of sitting Directors shall constitute a quorum for meetings, either in person or by written proxy.

E. 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. By general resolution, the Board may delegate to committees or to members of the corporation, such powers as they may see fit.

F. Compensation. Directors shall serve in a voluntary capacity and shall not receive any fixed compensation for services, but by resolution of the Board a reasonable sum or expenses of attendance may be allowed for attendance at meetings of the Board. No person shall serve contemporaneously as a Director and as an employee of the corporation.

ARTICLE V

OFFICERS

A. Officers. Only sitting Directors shall be eligible to elect, and be elected, an officer of the Board.

1. Officers shall include two Co-Chairs, two Co-Secretaries, a Treasurer, and a Director-At-Large.

2. The officers shall have and exercise authority to manage the corporation's business between meetings of the Board.

B. Terms of Office: The term of office shall be up to two years, and the term of an officer shall run concurrent to that officer's term as a Director. If re-elected as Director by the general membership, a Director who has served in an office of the Board shall be eligible for re-election by the Board to that office, or for election to another office. The number of terms that a Director may serve in these six offices shall not be limited. The Board may establish limits on the number of terms served by Directors in other offices that the Board may create.

C. 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 and the general membership. 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.

1. With the advice and consent of the Board, Co-Chairs may hire or contract with persons who may provide goods, services, and expertise to the Network and its programs and projects. The Co-Chairs shall define a job description (or memoranda of agreement for contractors) with roles, responsibilities, and expectations, and they shall be responsible for management and oversight of the employees or contractors.

D. Co-Secretaries. The Co-Secretaries shall ensure that a complete record of all meetings of the corporation, its Board, and its general membership is kept and that all notices required by law and these bylaws are served. The Co-Secretaries shall ensure that all reports required by law are timely and shall perform other duties as may be prescribed by the Board.

E. Treasurer. The Treasurer shall ensure that full and accurate accounts of receipts and disbursements are kept; that yearly balance, 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 assigned by the Board.

F. Director-At-Large. A Director-At-Large shall serve as ombudsman and membership liaison, representing the interests and concerns of individual Network members, and shall perform other such duties as may be prescribed by the Board.

G. Removal. Any officer may be removed by the Board whenever a majority finds the best interests of the corporation would be served thereby. The officer removed will be notified by mail 15 days 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 that quorum.

1. The Board shall have the option to remove a Director who holds office from that office without removing that Director from the Board.

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

ARTICLE VI.

MISCELLANEOUS PROVISIONS

A. Fiscal year. The fiscal year of the corporation shall be the calendar year.

B. 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 thirty (30) 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.

C. 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.

D. 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.

ARTICLE VII

TRANSITION PLANNING

A. Within 30 days of adoption of these revised by-laws, the Executive Committee of the South Carolina Progressive Network Education Fund shall appoint an Interim Board to serve through a two-year transition.

1. The Executive Committee shall make appointments that honor the corporation's values regarding South Carolina's diversity and geography.

B. The Executive Committee shall designate which Director-Appointees shall serve for one year and be succeeded through nomination and election by the close of the 2022 fiscal year (Class A), and which Director-Appointees shall serve for two years and be succeeded in the same manner by the close of the 2023 fiscal year (Class B).

1. Staggered Terms: Effective upon the election of new Directors in 2023, elections of Directors shall proceed as described in Article V: Class A Directors in 2025, and Class B Directors in 2026.

C. A Director-Appointee whose transitional term ends in 2022 or 2023 may be nominated and elected as Director thereafter.

D. The Interim Board shall be charged with developing necessary short-range (two to five years) and long-range (six to twenty years) plans to support, preserve, and grow the corporation's programs, structures, and effectiveness.

1. Once approved and adopted by the Board, these short-range plans ("SRP") and long-range plans ("LRP") shall serve as blueprints for Board decision-making, and shall be subject to review and revision by the Board at least every other year.

2. Reports to the general membership at one or both of the Network's bi-annual meetings shall include information on progress made toward achievement of stated objectives in the SRP and LRP.