

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; June 11, 2011; May 14, 2016; and December 17, 2021.

ARTICLE I

GENERAL PROVISIONS

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

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 establish and maintain programs and structures which shall promote human, civil, workers', and reproductive rights, environmental protection, and government reform through strategic planning, education, and advocacy.

B. 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.

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

BOARD OF DIRECTORS

A. The corporation shall be governed by a Board of Directors. The Board shall be composed of an odd number of persons, no fewer than five and no more than nine.

1. Two seats of the Board shall be held by the elected Co-Chairs of the South Carolina Progressive Network (a 501-C-4 corporation, hereinafter called "the Network"), who shall serve as Vice Chairs. No person shall serve contemporaneously as Co-Chair of the Network and in any of the following offices of the Board: Co-Chair, Co-Secretary, or Treasurer.

B. Qualifications for election as Director shall include all of the following:

1. Graduation from the Modjeska Simkins School for Human Rights;
2. Nomination in writing by, and documented mentorship for one year by, a sitting Director; and
3. Unanimous election by an affirmative vote of the Board.

C. Nominees for the Board may come from the membership of the Network.

D. Powers. All 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. The Board shall have the power to establish or dissolve committees, to appoint Directors or other persons to committees, and to hire or contract with persons who may provide goods, services, and expertise to the Board and its subsidiary programs and structures. By general resolution, the Board may delegate to committees, or to the titled officers of the corporation, such powers as they may see fit.

E. 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.

F. Officers. Only sitting Directors shall be eligible to elect, and be elected, an officer of the Board. Directors shall elect two Co-Chairs, two Co-Secretaries, and a Treasurer to three-year terms. Election to office will require a simple majority. The number of terms that a Director may be elected to serve in any of these offices shall not be limited.

1. The Board may elect and assign one or more coordinators to oversee the Fund's subsidiary programs and structures.

G. Meetings. The Board shall meet at least twice annually at such times and places as agreed upon by the Board.

1. Special meetings may be called by the Chair and a majority of Directors.

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.

H. Two-thirds of sitting Directors shall constitute a quorum for meetings, either in person, electronically, or by written proxy.

ARTICLE IV ROLES AND RESPONSIBILITIES

A. Co-Chair. The Co-Chairs shall be the principal executive officers of the corporation and its Board, and shall supervise and control generally all of the business and affairs of the corporation and its Board. The Co-Chairs shall preside at all meetings of the Board. The Co-Chairs shall perform all duties incident to the office of Board president and such other duties as may be assigned by the Board.

B. Co-Secretary. The Co-Secretaries shall ensure that a complete record of all meetings of the corporation and its Board 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.

C. 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.

D. Other Offices. At its discretion, the Board may create and fill offices to oversee committees or specific ones of the Fund's subsidiary programs and structures, and to perform other duties as assigned by the Board.

E. Nominations. To establish and provide for a permanent succession process, Directors shall be encouraged to serve as mentor to individuals who share demonstrably the values of the corporation. A Director who wishes no longer to serve on the Board will be invited to submit a privileged written nomination of, and to provide documentation of at least one year of mentoring to, a potential successor.

1. In the event that the Board does not elect unanimously the privileged nominee of a retiring Director, that Director will be invited to submit a second privileged nomination in the same manner.

2. Only after a retiring Director's second privileged nominee has not been elected unanimously, other Directors will be invited to submit nominations to fill an anticipated vacancy; such nominations shall be considered in random order until the nominee who is elected unanimously shall become Director.

F. Vacancies. In the event that an unanticipated vacancy on the Board occurs due to death, resignation, removal, disqualification, or otherwise, without a succession process having been initiated by the Director whose absence created the vacancy, the Co-Chairs may nominate jointly a successor for the remainder of the term, subject to unanimous election by the Board.

1. If the Co-Chairs' nominee is not elected unanimously, all Directors may nominate successors for the remainder of the term; such nominations shall be considered in random order until the nominee who is elected unanimously shall become Director.

G. Removal. Any officer or Director may be removed by the Board whenever, in its judgment, the best interests of the corporation and its Board would be served thereby. The officer or Director to be removed will be notified by mail prior to removal and given the opportunity to appear and be heard before a quorum of the board. Removal will occur by a two-thirds 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.

ARTICLE V PROGRAMS AND STRUCTURES

A. The Modjeska Simkins School for Human Rights. The Fund shall sponsor, promote, and deliver at least annually the Modjeska Simkins School for Human Rights, a forum for citizens of all ages to learn about the state's history in the contexts of race, gender, economic inequality, sexual orientation, and other community-based, institutional struggles that have shaped modern South Carolina. The School will teach students and teachers about their roles as citizens and potential activists, and will engage students in participatory education that echoes traditions of Modjeska Simkins' leadership training school on democracy and citizenship, and the Freedom Schools of Mississippi.

Objectives of the School

will include growing a grassroots network of new leaders and teachers with the skills necessary to build healthy communities and effective citizens, and promote sound public policy in South Carolina.

B. The South Carolina Progressive Policy Institute, for the research and development of sound public policies.

C. The Board may develop and support other subsidiary programs or structures that reflect the values of the corporation.

D. The Board may appoint, hire, or contract with persons who may provide goods, services, and expertise to the Board and its subsidiary programs and structures.

1. If and when the Board develops the position of Executive Director, or any other staff designation to provide administrative oversight and management of day-to-day operations, the Board shall define a job description with roles, responsibilities, and expectations for the position, and such employee(s) of the Board shall be responsible to the Board accordingly.

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 Directors present at any Board meeting, if at least twenty-one (21) days' written notice is given of the intention to alter, amend, or repeal, or to adopt new bylaws, at 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 Foundation is committed to an anti-discrimination policy in all of its programs and services. The South Carolina Progressive Foundation is consciously and proactively inclusive of all areas of diversity including, but not limited to, race, ethnicity, color, national origin, ancestry, gender, sexual orientation, gender identification or expression, religion, age, socioeconomic status, marital status, language, disability, or immigration status. (Added by Ex. Committee September 2004.)

ARTICLE VII
TRANSITION PLANNING

A. Upon 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 three-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 two years and be succeeded through nomination and election by the close of the 2023 fiscal year (Class A), and which Director-Appointees shall serve for three years and be succeeded in the same manner by the close of the 2024 fiscal year (Class B).

1. Effective upon the election of new Directors in 2024, subsequent election of Directors shall proceed as described in Article IV.

C. A Director-Appointee whose transitional term ends in 2023 or 2024 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 every other year.