

AMENDED BYLAWS OF THE SHANDON NEIGHBORHOOD COUNCIL
Adopted at the March 2018 Annual Meeting.

CHAPTER ONE: NAME, NONPROFIT STATUS, AND PURPOSE,

A. Name. The legal name of this organization is the Shandon Neighborhood Council (the “SNC”).

B. Nonprofit Status. The SNC is a nonprofit corporation organized and operated pursuant to the laws of the State of South Carolina. The SNC is recognized as tax exempt under section 501(c)(3) of the Internal Revenue Code.

C. Nonprofit Purpose. Notwithstanding any other provisions in the Articles of Incorporation and any amendments thereto or these Bylaws, the purposes for which the SNC is organized are exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. Specific Purpose. The specific objectives of the SNC shall include, but is not limited to, the following acts:

- (1) promoting social welfare in in and around the Shandon Neighborhood;
- (2) promoting, preserving, and/ or improving of the Shandon Neighborhood and/or its surrounding communities;
- (3) preventing and combating neighborhood and community deterioration;
- (4) promoting and fostering governmental relations that impact the Shandon Neighborhood, its residents, or its surrounding communities;
- (5) coordinating with, partnering with, or contributing to other nonprofit or charitable organizations that impact the Shandon Neighborhood or surrounding communities; and
- (6) advocating or supporting interests of the Shandon Neighborhood or its Members with governmental entities to preserve or improve the Shandon Neighborhood or its surrounding communities.

E. Powers. The SNC shall have the power, directly or indirectly, alone or in conjunction or with the cooperation of others, to do any lawful acts which may be necessary or convenient to affect the SNC’s charitable and nonprofit purposes, for which the SNC is organized, and to aid, or to assist other organizations or persons whose activities further accomplish SNC’s power is largely advisory in nature, and the Council shall defer ultimate representation to duly elected public officials. The Council shall remain non-partisan.

F. Definitions.

A. **“Shandon Neighborhood”** refers to the geographic area of Columbia bounded by Harden Street, Devine Street, Kilbourne Road, and Rosewood Drive.

B. **“Resident”** refers to any individual who maintains his or her primary residence in the Shandon Neighborhood.

C. **“Councilmember”** refers to any individual elected pursuant to the provisions of Chapter Three of these Bylaws.

CHAPTER TWO: LIMITATIONS AND RESTRICTIONS

A. **Income and Distributions.** No part of the assets, income, or net earnings of the SNC shall be distributed or shall inure to the benefit of any of its Residents, as defined herein, Councilmembers, officers, or any private individual, but reasonable expenses may be reimbursed and reasonable compensation may be paid for services rendered to enable the SNC to provide the functions for which it has been organized. No Councilmember or officer of the SNC, or any private individual, shall be entitled to share in the distribution of any corporate assets on dissolution of the SNC.

B. **Scope of Activity.** Notwithstanding any other provision herein, the SNC shall not undertake any activities not permitted to be carried on by (a) a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by (b) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. **Prohibited Transactions and Distributions.** The following transactions and/or distributions are prohibited:

(1) No substantial part of the activities of the SNC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the SNC shall not, directly or indirectly, participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(2) The SNC shall not make any distribution except as authorized by Section 33-31-1302 of the South Carolina Nonprofit Corporation Act of 1994, or any successor provision thereto, and as permitted by 501(c)(3) of the Internal Revenue Code. For purposes of this subparagraph, “distribution” means the direct or indirect transfer of assets or any part of the income or profit of the SNC to its Residents, as defined herein, Councilmembers, or officers; provided that the term does not include the payment or compensation in a reasonable amount to its Residents, Councilmembers, or officers for services rendered or repayment of debt obligations in the ordinary course of conducting activities.

D. Interested Party Transactions and Prohibition of Conflicts. Any Councilmember or officer of the SNC having a conflict of interest (a "Conflict") in any contract or other transaction presented to the SNC for authorization, approval, endorsement, or ratification shall promptly disclose, in writing, his or her interest to the SNC prior to its action on such a contract or transaction. If an issue where a Conflict is created is raised during a meeting, the officer shall disclose the conflict orally. If a Conflict exists, such person shall abstain from voting on such a contract or transaction, and are prohibited from participating in the discussion or deliberations with respect to such contract or transaction (other than to present information related to the identification of the Conflict). A Conflict involves any transaction in which any Councilmember, officer, or committee member is unable to exercise impartial judgment or otherwise act in the best interests of the SNC. For the purposes of this paragraph, by way of example and not by way of limitation, a person shall be deemed to have a Conflict if such person's close relative is an interested party (or on of the parties) contracting or dealing with the SNC, or has a significant financial or influential interest in the entity contracting or dealing with the SNC.

E. Competitive Bidding. Any expenditure by the SNC that is: (1) for an amount of over five hundred dollars (\$500.00); or (2) is related to a contract for services with a term of more than one (1) year will require the SNC to solicit no less than three competitive bids before being approved. This requirement may be waived by the SNC by a two-third vote of Councilmembers present at any meeting where the issue is presented for vote.

F. Existence. It is the intent of the SNC to have perpetual existence. In the event of dissolution of the SNC, after all liabilities have been satisfied, any remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction in Richland County, South Carolina, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

CHAPTER THREE: COUNCIL MEMBERSHIP

A. Eligibility. The SNC shall be comprised of up to fifteen individuals, and a minimum of eight individuals, elected pursuant to the provisions of Chapter Six of these bylaws. Any Resident in Shandon is eligible to become a Councilmember. Councilmembers shall be elected at-large. A Councilmember who changes his or her primary residence to an area outside of the Shandon Neighborhood, as defined herein, during the Councilmember's term, may finish that term, but may not be re-elected.

B. Terms. All Councilmembers shall be elected for terms of three years, commencing with the annual plenary meeting at which they are elected. Terms shall be staggered so that five Councilmembers' terms end, and five Councilmembers are elected, at each annual plenary meeting. No Councilmember may serve more than two consecutive full terms. In the event the President's term of office and term as Councilmember end simultaneously, and he or she is not reelected to the SNC (because he or she is not voted in or not allowed to be voted in as a result of

he or she reaching his or her term limit), he or she may nevertheless continue to be a Councilmember of the Council for one year in an advisory, non-voting capacity. To understand the Immediate Past President's capacity under other situations, see Chapter 5, Section E, Immediate Past President.

C. Election. Election of Councilmembers to the SNC shall occur at the annual plenary meeting on the second Monday of March of each year. Nominations for Councilmember positions may be made either by (1) submission of a Candidate Application for Shandon Neighborhood Council within 30 days of the annual plenary meeting; or (2) by any three Residents from the floor at the annual plenary meeting. Proxy voting shall not be allowed; absentee voting may be permitted in such manner as established by the SNC. All Residents are eligible to vote. Vote shall be by ballot listing all nominees. New Councilmembers shall be elected by plurality of all votes cast.

D. Vacancies. Interim vacancies shall be filled by majority vote of the SNC. A Councilmember elected to fill an interim vacancy shall serve only until the next annual plenary meeting, at which time the remainder of such term, if any, shall be filled by vote of all eligible electors.

CHAPTER FOUR: MEETINGS

A. Open Meetings. All meetings of the SNC, other than meetings of committees that have been established by the President, shall be open to the public. The most recent edition of Roberts Rules of Order shall be the parliamentary authority for any subject not expressly provided for in these Bylaws.

B. Membership meetings. The Councilmembers of the SNC shall meet once every two months at such time and location as set by the SNC. A simple majority of the Councilmembers shall constitute a quorum. Any Resident may be entitled to a reasonably limited place on the agenda for the purpose of presenting or discussing issues relevant to the business of the SNC or the welfare of the Shandon Neighborhood or its Resident. Requests for placement on the agenda must be submitted to the Secretary or the President prior to the meeting.

C. Special called meetings. Special meetings of the Council may be called by the President or by request of a majority of Councilmembers. Notice of the date, time, place, and purpose of a special meeting must be given at least forty-eight hours prior to the meeting; such notice may be given by telephone or electronic mail. A simple majority of the Councilmembers shall constitute a quorum. If necessary, a Special meeting may be conducted over the teleconference or videoconference consistent with Section 33-31-820 of the South Carolina Nonprofit Corporation Act of 1994, or any successor provision thereto.

D. Annual plenary meeting. The annual plenary meeting shall be held on the second Monday in March. Elections of new Councilmembers shall occur at the annual plenary meeting. The SNC shall publish notice of time and location of the annual plenary meeting on the SNC's website (www.shandonneighborhood.org) at least thirty days prior to the meeting. The notice

shall include the means by which interested persons may obtain the names of nominees and information on other matters to be taken up at the meeting.

E. Voting. A majority of Councilmembers shall constitute a quorum. If a quorum is present when a vote is taken, unless otherwise specifically provided in these Bylaws, the affirmative vote of a majority of Councilmembers present shall constitute an act of the SNC.

D. Councilmember Attendance. Any Councilmember who is absent from three (3) regular meetings in a calendar year may be replaced by a majority vote of the Councilmembers. If a Councilmember is an officer, they may be removed by the provision set forth in Chapter 5.A.

CHAPTER FIVE: OFFICERS

A. Officers. The officers of the SNC shall consist of a President, a President-Elect, a Secretary, Immediate Past-President, and a Treasurer. All officers (except the incoming President and the Immediate Past-President) shall be elected by the SNC immediately following the annual plenary meeting. Terms of each office shall be one year, except that the Treasurer shall serve for a term of two years. Terms shall commence immediately upon election. In the event that the Treasurer's term of membership expires before completion of his or her term of office, and he or she is not reelected as a Councilmember, a new Treasurer must be elected for a full two-year term. Any officer may be removed from office with or without cause by majority vote of the Councilmembers at any regular meeting or at any properly called special meeting called for that purpose.

B. President. The President shall set the agenda and preside over all meetings of the SNC; represent the SNC on public occasions before local governmental bodies, and in communications with other organizations; and appoint committees and committee chairs of the SNC. The President shall vote in Councilmember and officer elections, but should not vote on motions unless the President's vote is necessary to break a tie.

C. President-Elect. The President-Elect shall assist the President as the latter requests, and assume the President's duties in the absence of the President. The President-Elect shall automatically become President of the SNC at the conclusion of the current President's term of office.

D. Secretary. The Secretary shall record the proceedings of all SNC's meetings, provide members with minutes of the SNC's meetings, maintain adequate records of the SNC's activities, arrange for any notices required by the membership or these Bylaws, and conduct official correspondence as directed by the President.

E. Treasurer. The Treasurer shall collect, safeguard, and disburse all funds obtained in the name of the SNC. No expenditure of funds may be made except as approved by the SNC; provided, however, that expenditures of One Hundred Dollars (\$100.00) or less, or any regular, annual expenses, may be made on the concurrence of the Treasurer and President. The Treasurer shall present an informal report of the financial status of the SNC at each membership meeting, and shall present a formal financial statement of the Council (including a balance sheet and

income and expense statement) at each annual plenary meeting. The Treasurer shall also coordinate compliance by the SNC with all requirements of the Internal Revenue Service, the South Carolina Department of Revenue and Taxation, and the South Carolina Secretary of State.

F. Immediate Past-President. The Immediate Past-President shall serve as an officer for one year following his or her term as President, and shall assist and advise the President and the President-Elect in their duties as needed. In the event the Immediate Past-President begins their term at a time when he or she is not an elected Councilmember of the SNC (i.e. his or her term of office as President and term of membership end simultaneously because he or she is not reelected to the SNC or because he or she has completed two full three year terms on SNC and is prohibited from running for reelection) he or she may nevertheless continue to be a Councilmember for one year in an advisory, non-voting capacity. If the Immediate Past-President begins their term at a time when he or she is an elected member of the SNC (i.e. his or her term of office as President ends and he or she still has one or more years left on his or her previous election to council or he or she is reelected to SNC) he or she will serve in a voting capacity.

G. Voting. A quorum of Councilmembers is required to vote for officers. Voting for officers will be taken by ballot of all Councilmembers immediately after Councilmembers are elected at the annual plenary meeting.

CHAPTER SIX: AMENDMENT OF THESE BYLAWS

A. Procedure for Amending Bylaws. These Bylaws may be amended by a two-thirds vote of all Residents present at the annual plenary meeting. Proposed amendments to these bylaws may be submitted to the SNC by any Councilmember or any three Residents; such recommendations must be submitted in writing to the Secretary or President at least thirty days prior to the annual plenary meeting. When proposed amendments have been properly submitted, the SNC shall provide notice of the proposed amendments on its website (www.shandonneighborhood.org) and provide copies of proposed amendments upon request by any Resident prior to the vote. Proxy voting will not be allowed.