

**BYLAWS OF**  
**PRESERVING LAKE GREENWOOD**  
**A South Carolina Nonprofit Corporation**

**ARTICLE I: THE CORPORATION**

1.1 Name. The name of this Corporation is Preserving Lake Greenwood, a nonpartisan, nonprofit corporation incorporated in and by the State of South Carolina. Preserving Lake Greenwood may at times be referred to in these Bylaws as “the Corporation”.

1.2 Principal Office. The principal office of this Corporation shall be in Greenwood, South Carolina and/or in such other South Carolina municipality as may be approved by the Board of Directors, hereafter “Board”.

1.3 Records of the Corporation. The Corporation shall keep correct and complete books and records of accounts. The Corporation shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors. The Records shall be maintained by the Secretary of the Corporation, and shall include a record of the names and addresses of its Board of Directors entitled to vote. All books of the Corporation shall be available for review upon reasonable request and with proper purpose at a mutually agreeable time and location, within five days of the request.

1.4 The Corporation is organized 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.

1.5 Lake Greenwood Defined. Lake Greenwood as used in these Bylaws shall refer to Lake Greenwood, South Carolina. Lake Greenwood is bordered by the South Carolina Counties of Greenwood, Laurens and Newberry.

**ARTICLE II: MISSION AND PURPOSES**

2.1 Mission Statement. The mission of Preserving Lake Greenwood is the conservation, care and protection of Lake Greenwood; its lake bed, shoreline and environs; the rivers, streams, creeks, and all other bodies of water which feed it.

2.2 The purposes of Preserving Lake Greenwood shall be:

To foster and promote an adequate and safe supply of water for consumption and for recreational use by the general public.

To work in cooperation with officials at all levels of government, industry, private

citizens and advocacy organizations to maintain a safe supply of water that meets the needs of the general public, the business community and the municipalities and counties that rely on it.

To advocate for adequate funding resources by local, state and federal governments to protect and advance the quality of water in Lake Greenwood including, but not limited to, the development and safety of water treatment facilities, and to prevent the depositing of pollutants and sediment into Lake Greenwood from all sources. To engage in any lawful activity.

2.3 Goals. The goals of Preserving Lake Greenwood are 1) to maintain and improve the quality of its water; 2) to prevent the depositing of sediment onto the bed of Lake Greenwood; 3) to educate and enhance public and policy makers' understanding of conservation issues; and 4) to define and communicate Lake Greenwood's needs to legislators, decision makers and the general public.

### **ARTICLE III: MEMBERSHIP**

3.1 Preserving Lake Greenwood shall have no members.

### **ARTICLE IV: BOARD OF DIRECTORS**

4.1 General Powers: The Board of Directors shall manage the affairs of Preserving Lake Greenwood and constitutes the governing and administrative body of the Corporation.

4.2 Members of the Board: The Board shall consist of no less than nine (9) members and not more than fifteen (15). The Board shall be composed of 1) persons who reside on property contiguous to Lake Greenwood, 2) Any individual who through their work or influence has demonstrated an ongoing commitment to the goals of this corporation, 3) persons who are interested in the preservation and beautification of Lake Greenwood, its shoreline and environs and in the quality and safety of Lake Greenwood's water supply and all bodies of water feeding into it. Board members are expected to attend regular board meetings and participate in Preserving Lake Greenwood's goals and objectives.

4.3 Organization of Board Membership. The Board of Directors shall be organized in classes, each consisting of one-third of the whole number of the Board of Directors. At each annual election, the successors to the class of Directors whose terms expire in that year shall be elected to hold office for a term of three years, so that the term of office of one class of Directors shall expire in each year.

4.4 Election of Directors: Directors shall be elected from qualified nominees submitted by a Nominating Committee appointed by the President of the Board. Directors shall be ratified at each annual meeting of the Board, and shall hold office for one year or until their death,

disability, resignation, or removal.

4.5 Individuals invited to serve in an Ex Officio capacity. Certain individuals may be invited by the Board of Director annually to serve in an ex officio capacity. Ex officio members shall be seated with the Board of Directors with full voice but no vote and shall continue to serve so long as the majority of the Board of Directors approves of the Ex officio members.

4.6 Development of Positions/Actions Statements and Other Public Communications. The Board may develop position statements and other public communications on issues related to Preserving Lake Greenwood's mission. A two-thirds (2/3) majority of the Board present must approve adoption of such positions/actions and other public communications, including but not limited to communications by public letter, website, interviews or public communications.

4.7 Quorum. At all Board meetings, a majority of the directors shall constitute a quorum for the transaction of business. At a meeting at which there is a quorum present, a simple majority affirmative vote of the directors present is required to pass a motion before the board, provided a greater number is not required by law or by these Bylaws.

4.8 Vacancies/Removals. The Board may, by affirmative vote of two-thirds (2/3) of the directors, remove any director for cause. Any director shall be automatically removed from the board upon absence fifty percent (50%) of the meetings unless just cause for the absence can be demonstrated to the board. Such members shall be given an opportunity to be heard by the Board of Directors prior to or at the next scheduled meeting of the Board.

## **ARTICLE V: OFFICERS**

5.1 Officers. The Board shall choose the officers of Preserving Lake Greenwood from Members of the Board and/or those persons who meet the requirements for Members of the Board under section

5.2 Professional staff of trade associations may not serve as officers of Preserving Lake Greenwood. Officers shall be a President, a Vice President, a President Elect, a Secretary, and a Treasurer. Officers shall serve terms of one year.

5.3 Vacancies. If the office of any officer becomes vacant for any reason, the Executive Committee of the Board shall fill the vacancy for the unexpired term of that office from the Board of Directors within 30 days of the vacancy.

5.4 Powers and Duties. The officers of Preserving Lake Greenwood shall have the following duties, with all powers necessary to the performance thereof, and such other duties and powers as the Board of Directors may designate.

President. The President will be the chief executive officer of the corporation and shall supervise the general and active management of the business of Preserving Lake Greenwood. It will be the duty of the President to preside at all meetings of the Board of Directors and Executive Committee and to have general supervision of the affairs of the corporation. The President will execute on behalf of the corporation all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the corporation.

Vice President. The Vice President shall, in the absence or disability of the President, be designated to perform the duties and execute the powers of the President and to perform such other duties as may be assigned to him or her by the President or the Board. In the absence of the President, the execution by the Vice President on behalf of the Corporation of any instrument will have the same force and effect as if it were executed on behalf of the Corporation by the President.

President Elect. The President Elect will serve on the Executive Committee and as an officer of the Board of Directors for a term of one year as President-Elect and then for one year as President of the Corporation. The President Elect may represent the Corporation at public events and may execute other duties as assigned to him or her by the President of the Board.

Treasurer. The Treasurer will have general charge of the finances of Preserving Lake Greenwood. When necessary and proper, the Treasurer will endorse on behalf of the Corporation all checks, drafts, notes, and other obligations and evidences of the payment of money to the Corporation or coming into the Treasurer's possession; and the Treasurer will deposit the same, together with all other funds of the Corporation coming into his or her possession, in such bank or banks as may be selected by the Board of Directors. The Treasurer will keep full and accurate account of all receipts and disbursements of the Corporation in books belonging to the Corporation, which will be open at all times to the inspection of the Board of Directors. The Treasurer will present to the Board of Directors at its annual meeting his or her report as Treasurer of the Corporation and will from time to time make such other reports to the Board of Directors as it may require.

Secretary: The Secretary will be responsible for keeping the corporate records. The Secretary will give or cause to be given all notices of meetings of the Board of Directors and all other notices required by law or by these Bylaws. The Secretary will be the custodian of all books, correspondence, and paper relating to the business of the corporation, except those of the Treasurer. The Secretary will present at each annual meeting of the Board of Directors a full report of the transactions and affairs of the corporation for the preceding year and will also prepare and present to the Board of Directors such other reports as it may desire and request at such time or times as it may designate. The Board of Directors at its discretion may elect an assistant Secretary, not necessarily a member of the Board of Directors, who will perform the duties and assume the responsibilities of the Secretary as above set forth

under the general direction of the Secretary or President.

#### **ARTICLE VI: EXECUTIVE COMMITTEE**

6.1 Executive Committee Members. The Executive Committee shall consist of (a) the current Officers of Preserving Lake Greenwood and (b) the immediate past President, all of whom are in good standing.

6.2 The President. The President shall preside at all meetings of the Executive Committee. In the absence or disability of the President, the Vice President will assume responsibility to perform the duties and exercise the powers of the President.

6.3 Powers and Duties. The Executive Committee shall have the responsibility of transacting the Corporation's business between Board meetings, except those matters specifically reserved for the Board by these Bylaws, with all powers necessary to the performance thereof, and such other duties and powers as the Board may designate. All actions of the Executive Committee shall be reported to the Board for ratification.

#### **ARTICLE VII: MEETINGS OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS.**

7.1 Meetings will be held at least three (3) times each calendar year at such place as may be designated in the Annual Meetings. An annual meeting of the Board of Directors will be held in January of each year in Greenwood County South Carolina and/or in a place within the State of South Carolina determined by the Board. This annual meeting shall be for the purposes of (1) electing officers and directors, (2) approving the annual budget, (3) approving the program goals of the organization, and (4) any other business necessary for the organization. In addition to its annual meeting, the Board of Directors will hold regular notice of the meeting.

7.2 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President of the Corporation or in the President's absence by the Vice President or upon receipt of a request therefore signed by at least twenty percent (20%) of the Directors or by a majority of the full-time, permanent paid staff of the Corporation, if any.

7.3 Notice. Notice of the regular meetings of the Board shall be distributed to each Director, not less than ten (10) days before the date of the meeting.

Notice may be oral or written.

Notice may be communicated in person; by telephone, telegraph, teletype, facsimile transmission (FAX), or other form of wire or wireless communication; or by mail, email or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper

of general circulation in the area where published; or by radio, television, or other form of public broadcast communications.

7.4 Participation in Meetings, in Person and Electronic Ordinarily, meetings will be held in person. Individuals may participate in meetings through telephonic or other electronic communications means so long as all persons participating can hear each other and participate in real time. An individual attending a meeting through telephonic or electronic means pursuant to this section shall be considered present, and members shall have voice and vote at such meeting. Participation by electronic means, including voting, shall be governed by best practices for electronic meetings, with deference given to the most current edition of Robert's Rules of Order.

#### 7.5 Voting.

Each Director shall be entitled to one (1) vote and voting rights of a Director shall not be delegated to another nor exercised by proxy. The method of voting and outcome of any vote taken on any matter shall be recorded in the minutes of the organization.

Voting by Electronic Means. For simple matters, an electronic vote may be exercised and recorded by email. When voting by email or other electronic means, the President shall present the motion for consideration to the entire body and clearly state the possible responses to the matter. Board members shall use "reply all" to provide their response to the issue. The Secretary shall tally the votes, insuring that at least 2/3 of the Board members respond, and shall report the results of the vote. If any member objects to an electronic vote, or if significant discussion or questions arise, the President shall table the motion until the next meeting of the body.

7.6 Executive Committee Meetings. Meetings of the Executive Committee shall be held at the place, date and hour set by the President. The Executive Committee shall meet as necessary or at the call of the President that may set the place, date, and hour of other meetings.

7.7 Meetings by Telephone or Other Electronic Means. Any or all Executive Committee members may participate in an Executive Committee meeting by means of conference telephone or any other means of communication by which all persons participating by such means simultaneously hear each other and shall be considered to be present in person at such meeting.

7.8 Voting. Each Executive Committee member shall be entitled to one (1) vote and voting rights of a committee member shall not be delegated to another nor exercised by proxy.

7.9 Quorum. A majority of the number of committee members shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

7.10 Conduct of Meetings. The most current edition of Robert's Rules of Order will be the authority for all questions of procedure at any meetings of the Corporation. The President may appoint a parliamentarian to aid and assist in maintaining proper order during meetings.

## **ARTICLES VIII: STANDING AND SPECIAL COMMITTEES**

### **8.1 Standing Committees.**

There shall be five (5) standing committees of the Corporation as follows:

**Nominating Committee.** The President shall appoint the Nominating Committee from the Board of Directors. The committee's purpose shall be to submit nominations for the Corporation's Officers and Directors.

**Audit Committee.** The President shall appoint an Audit Committee of 3-5 Individuals. This committee may include not more than two members of the Board of Directors and at least one at-large participant/volunteer in the activities of the Corporation. The purpose of the Audit Committee is to provide an annual review of the Financial Statements of the Corporation, a review of the minutes and other records of the Corporation, and to provide to the Board of Directors a report and recommendations for maintaining and improving the health of the Corporation.

**Administration Committee:** This committee will be chaired by the Treasurer and will consist of three to five members appointed by the President to one year terms. This committee will oversee and monitor the fiscal operations of the Corporation, develop an annual budget for recommendation to the Board, and develop and assist in the implementation of a funding strategy for the Corporation. Additionally, the Administration Committee will oversee and assist the Treasurer and other Officers of the organization assuring compliance with necessary local, state and federal filings required of the Corporation.

**Advocacy and Preservation Committee.** This committee will focus on activities related to the mission and goals of the Corporation that fulfill the advocacy and preservation roles of the Corporation.

**Outreach and Education.** This committee will focus on the activities related to the mission and goals of the Corporation that fulfill the outreach and education functions of the Corporation.

**8.2 Special Committees and Task Forces.** The President, with the approval of the Board, may create one or more special committees and/or task forces and appoint persons to serve.

## **ARTICLE IX: ADMINISTRATION**

**9.1 Administration.** The Executive Committee may employ and evaluate an individual or an entity to carry out the Corporation's business. The chief staff person shall have the title of Executive Director. The Executive Committee shall specify the Executive Director's terms of employment, which shall be at will. The Executive Director shall manage and direct all activities of Preserving Lake Greenwood as prescribed in these Bylaws and by the Executive Committee.

**9.2 Staff.** The Executive Director may employ, evaluate, and may terminate the employment of

the members of staff necessary to carry on the work of Preserving Lake Greenwood and fix their compensation with approval of the Executive Committee. The Executive Director shall define staff duties, supervise performance, establish titles, and delegate those responsibilities of management that shall, in the Executive Director's judgment, be in the Corporation's best interest.

**ARTICLE X: COMPENSATION**

10.1 Directors, officers, and committee members, with the exception of the Executive Director, shall not receive compensation for their services; provided that directors, officers, and committee members are not precluded from serving Preserving Lake Greenwood in any other capacity and receiving compensation. By resolution of the board, reasonable expenses may be allowed for attendance at regular and special meetings of the Board.

**ARTICLE XI: CORPORATE EARNINGS**

11.1 Preserving Lake Greenwood is a nonprofit corporation. The net earnings of the Corporation shall in no way inure to the benefit of any member, individual, or other corporation.

**ARTICLE XII: INDEMNIFICATION AND INSURANCE**

**12.1 Authority to Indemnify.**

To the extent permitted by Title 33, Chapter 31, Article 8, Subarticle E of the South Carolina Code of Laws [Indemnification of Directors of Nonprofit Corporations under the South Carolina Nonprofit Corporation Act, Sections 33-31-850 through 33-31-858, inclusive], or any corresponding section of any future code, the Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding.

**12.2. Insurance.**

The Corporation may purchase and maintain insurance on behalf of its past and current directors, officers, employees, or agents against liability asserted against or incurred by him or her in that capacity or arising from his status as a director, officer, employee, or agent, whether or not the corporation would have power to indemnify the person against the same liability under Section 33-31-851 or 33-31-852 of the South Carolina Code of Laws.

**ARTICLE XIII: MISCELLANEOUS PROVISIONS**

13.1 Fiscal Year. The Fiscal Year of the organization will run from January 1 to December 31 of each calendar year.

13.2 Special Corporate Acts. All contracts, deeds, documents, and other corporate instruments and all checks or demands for money and notes of Preserving Lake Greenwood shall be signed by such officer or officers or such other person or persons as the Executive Committee may designate.



13.3 Corporate Seal. If it should become necessary for Preserving Lake Greenwood to use a corporate seal, the corporate seal shall have inscribed thereon the name of the Corporation and the words: Corporate Seal, South Carolina.

13.4 Adoption and Amendments. These bylaws may be altered, amended or repealed by a majority vote of the Board. Any notice of a meeting of the Directors at which bylaws are to be adopted, amended, or repealed shall include notice of such proposed action.

#### **ARTICLE XIV: DISSOLUTION**

14.1 Upon dissolution of Preserving Lake Greenwood, the Board of Directors will dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation or to a non-profit organization with similar purposes and goals to be determined by the Executive Committee.

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