

# OFFICAL BYLAWS OF TEGA CAY FOREVER

## *ARTICLE I* **NAME**

The official name of the entity shall be Tega Cay Forever (hereinafter, the “Organization”).

## *ARTICLE II* **OFFICE**

The principal office of the Organization shall be located in Tega Cay, SC. The mailing address shall be:

Tega Cay Forever  
7725 Tega Cay Dr.  
Tega Cay, SC 29708

## *ARTICLE III* **PURPOSE AND MISSION**

It is the mission of “TEGA CAY FOREVER” to enhance the quality of life in the City of Tega Cay by promoting and providing parks, open space and community events for citizens of all ages which strengthen and unite the community.

The purposes for which “TEGA CAY FOREVER” is organized are exclusively charitable, within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”). More specifically, “TEGA CAY FOREVER” is formed to lessen the burdens of government and enhance the quality of life for the general public within the City of Tega Cay (a governmental entity exempt from federal income taxations under §501(a) of the Code). In furtherance of these purposes, TEGA CAY FOREVER may make periodic distributions for public projects, maintenance and events within the City of Tega Cay. The organization shall carry on only those activities permitted to be carried on by an organization which is exempt from taxation under the provisions of §501(c)(3) of the Code and by an organization that is described in §509(a)(1) of the Code.

## *ARTICLE IV* **GOVERNANCE**

The Board of Directors shall develop operating policies and procedures to govern the activities of the Organization consistent with the Articles of Incorporation and these Bylaws. The Board shall have a Memorandum of Understanding with the City of Tega Cay consistent with the Organization’s purpose, its Articles of Incorporation and these Bylaws.

## *ARTICLE V* **MEMBERS**

Section 1. *BOARD OF DIRECTORS*- The Board of Directors shall consist of nine voting members. Seven of these positions shall be at-large members. From the at-large members, a Chairperson, Vice Chairperson, Secretary, and Treasurer shall be elected by the Board of Directors every two years. The two remaining positions

Tega Cay Forever Foundation Bylaws (*adopted 09/25/2017*)

shall be comprised of City of Tega Cay staff, as assigned by the City Manager. The Mayor of the City of Tega Cay may appoint up to two (2) Council liaisons from the then current City Councilmembers.

Section 2. *ROLES AND RESPONSIBILITIES-*

*Chairperson-* responsible for coordinating communications between City Staff and the Board of Directors, serving as the liaison to the Community, officiating over Board meetings and, when necessary, making presentations to City Council. The Chairperson will also assist the Treasurer on financial matters that are under the purview of the Board of the Directors.

*Vice Chairperson-* shall assume all duties of the Chairperson in the absence of the Chairperson. The Vice Chair shall also be responsible for the operation and formation of sub-committees that may be formed by the Board of Directors and shall be responsible for overseeing all marketing efforts of the Organization.

*Secretary-* shall be responsible for all external and internal communications of the TCFE. The duties shall include; keeping and updating a current roster of the Board of Directors and mailing lists, and keeping the minutes of all meetings, including minutes from any sub-committee meetings. Minutes must include a verbatim account of all motions made and votes taken. Once the minutes are approved by the Board of Directors, the Secretary shall submit them to the office of the Municipal Clerk with the City.

*Treasurer-* shall be responsible for maintaining the ledger for all accounts of the TCFE. They shall also ensure compliance with all requirements for non-profit entities as prescribed by the IRS code including preparing the necessary documents for the annual audit. Should a finance sub-committee be formed, the Treasurer shall serve as the Chair of that sub-committee.

*At-large Members-* The three (3) remaining at-large members of the Board of Directors shall assist with grant writing, marketing and fund raising and serve on sub-committees as may be assigned. They shall also assist the Officers of the Board of Directors on their duties as may be necessary from time-to-time.

Section 3. *APPOINTMENTS AND TERMS-* With the exception of the City Staff members, the Board of Directors shall be appointed by a majority vote of the City Council of the City of Tega Cay. Terms shall be staggered with three-year and two-year appointments in the initial year by a drawing of lots. Thereafter, terms of appointment shall be for a two-year period. Any vacancy that may arise shall be filled for the unexpired term by a vote of the Mayor and City Council.

Section 4. *VOTING RIGHTS-* Board Members shall be entitled to vote on all business matters involving the Organization.

Section 5. *POWERS-* The Board of Directors shall exercise all corporate powers and conduct, manage and control the affairs and property of the Organization consistent with applicable federal and state law including Section 501(c)(3) of the Internal Revenue Code of 1986, the Organization's purpose, the Articles of Incorporation and these Bylaws.

Section 6. *ELIGIBILITY-* Potential Board Members must submit an application and/or resume to the current Board of Directors for consideration of appointment to the Board of

Directors no later than the time specified by and approved by the Board of Directors. Board membership shall be restricted to individuals residing or having business interest within the geographic limits of the City of Tega Cay, South Carolina. No more than one (1) member of an individual household or business shall serve on the board at any one time. No more than (3) Non-resident businesses may serve at one time. Once the Board of Directors has reviewed all applications, they will make a recommendation to the City Council of the City of Tega Cay as to the who they believe should fill the positions on the Board that are expiring.

Section 7. *VACANCIES*- Any vacancy in the membership of the Board, occurring during the interim between Annual Meetings, may be filled for the unexpired portion of the term by the majority of remaining Directors. Any Director so elected by the Board shall hold office until the election and qualification of his or her successor.

Section 8. *CONFLICT OF INTEREST*- Any possible conflict of interest or the appearance of a conflict of interest on the part of a Director shall be disclosed to the Board. Each member will be required to complete an annual conflict of interest disclosure. When any such interest becomes a matter requiring action by the Board, such Director shall not vote or use personal influence or otherwise participate in the matter except to make a brief statement disclosing the existence and nature of the conflict requiring his or her abstention. The Director shall not be included as present in determining a quorum for a meeting at which action by the Board is to be taken on the matter. The minutes of all action taken on such matters should clearly reflect that these requirements have been met.

Section 9. *BOARD MEMBERS' RESPONSIBILITIES*- Each Director shall assume the responsibility to act solely for the good of this Organization and the City of Tega Cay in pursuance of the objectives and purposes set forth in the organizational documents and exhibit the highest level of honesty and efficiency when serving as a member of said Board. Directors shall discharge the duties of the position in good faith, in a manner he or she reasonably believes to be in the best interests of the Organization and the City of Tega Cay and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 10. *ATTENDANCE*- Each director shall plan to attend each scheduled meeting. If a director cannot attend a meeting, he or she should inform the Chairperson about the absence. If a Director fails to attend three meetings in a calendar year, the board may vote for removal.

## *ARTICLE VI* **MEETINGS**

Section 1. *ANNUAL MEETING*- The Annual Meeting of the Membership shall be held in September of each year at a specific time and place to be determined by the Board. The purpose of the Annual Meeting shall be to elect the Board of Directors of the Organization, fill all vacancies on the Board and transact such other business as may properly come before it. The Secretary shall prepare, for approval, a complete list of members entitled to vote for the use of the Organization at the Annual Meeting and shall keep a copy of the minutes that accurately describe members

present, any motions made and votes taken. Written notice for the Annual Meeting shall be posted in a conspicuous location(s) within the City no less than 30 days prior to the meeting.

Section 2. *REGULAR MEETINGS*- A schedule of regular meetings of the Board shall be adopted by the Board of Directors and published annually in accordance with the South Carolina Code of Laws as Amended § 30-4-80.

Section 3. *SPECIAL MEETINGS*- Special meetings of the Board may be called by the Chairperson or the Secretary upon a request in writing by a majority of the Board. Public Notice of the meeting shall be given no less than 24-hours prior to the start of the meeting and said notice shall clearly state the meeting's purpose.

Section 4. *PLACE OF MEETINGS*- Meeting of the Board shall be held at a public place within the jurisdictional limits of the City of Tega Cay as designated by the Board.

Section 5. *NOTICE OF MEETINGS*- Written notice stating the place, day and hour of any meeting of the Board shall be posted in a conspicuous location(s) within the City no less than 24 hours prior to the start of the meeting. All documents for the meeting shall be delivered, either personally, electronically or by United States mail, to each Board Member, including any Council liaisons that may be assigned to the Board, not less than 5 days before the date of such meeting, by or at the direction of the Chairperson, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 6. *QUORUM*- A majority of the Board shall constitute a quorum for the transaction of business at any meeting; but if less than a majority of the members of the Board are present at said meeting, a majority of the members of the Board present may adjourn the meeting from time to time until a quorum is present.

Section 7. *MANNER OF ACTING*- Unless otherwise specifically provided for herein, a vote on any matter properly presented before the Board shall require for a passage a majority of the votes of those Directors present at such meeting where a quorum is present.

Section 8. *E-MAIL VOTING*- If an e-mail vote is needed, the Chairperson or Vice Chairperson can initiate such vote. The subject line will read "TCCF OFFICAL VOTE". Each director will have until midnight the same day to cast their official vote. You are required to "replay all" so your vote is transparent. A quorum of directors must respond for the vote for it to be binding. If no quorum is established, the vote will not count. A second vote can be initiated the following day if no quorum was established. The director that initiated the vote will send an e-mail to the Secretary with subject line, "OFFICIAL RESULTS" and copy the board of directors.

Section 9. *ACTION OF DIRECTORS*- Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken by written actions signed by all Directors. Any action may also be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present. In this event, all Directors shall be notified of its text and effective date immediately. Any written

action shall be effective when signed by the required number of Directors, unless a different effective time is provided for in the written action.

Section 10. *COMPENSATION*- All members of the Board shall serve the Organization without compensation, salaries, or fees for their services.

Section 11. *ANNUAL GIVING*- It is expected that all members of the Board shall make an annual, monetary gift to the Organization.

#### *ARTICLE VII* **COMMITTEES AND STAFF MEMBERS**

Section 1. *ESTABLISHMENT OF COMMITTEES*- The Board may, by resolution, establish sub-committees to pursue the objects and purposes of this Organization. Each sub-committee shall serve at the pleasure of the Board and shall be subject to the control and direction of the Board. Any such committee shall act by a majority of its members at a meeting. There shall be a minimum of one (1) Board Member assigned to any sub-committee formed. Said Board Member shall serve as the Chairperson of that Committee and will be responsible for bringing any actions or recommendations to the Board of Directors for consideration and approval as may be necessary.

Section 2. *TERM OF OFFICE*- The members of each committee shall serve until the Board of Directors, by a majority vote, determines there is no longer a need for the committee.

Section 3. *VACANCIES*- Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in Section 1 of this Article.

Section 4. *QUORUM*- Unless otherwise provided by resolution of the Board, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 5. *PROFESSIONAL STAFF*- Should the Board of Directors deem necessary to hire professional staff to work for the Organization, they may do so by approval of a resolution by a majority vote of the Board Members.

#### *ARTICLE VIII* **BUDGET AND FINANCE**

Section 1. *FISCAL YEAR*- The fiscal year of the Organization shall begin on October 1<sup>st</sup> of each calendar year and shall terminate on September 30<sup>th</sup> of the following calendar year.

Section 2. *BUDGET*- The Board shall prepare and approve an operating budget for each fiscal year. This budget is to address anticipated income and expenses for the fiscal year and must be approved by a majority vote of the Directors of the Organization at a regular or annual meeting. The treasurer is authorized to administer expenditures against the budget after approval by the Board. All expenditures must be countersigned by two of the officers of the Organization, with one of those officers

being the City Manager of the City of Tega Cay. Unbudgeted expenditures may be approved by a majority vote of the Directors of the Organization.

- Section 3. *RESTRICTED FUNDS*- These are funds or properties contributed to and accepted by the Organization and shall be held, administered, disbursed of or disposed of as the donor may direct, provided that any such direction is consistent with the purpose of the Organization, as stated in Article III of these Bylaws and comply with Article IX, Section 4 of these Bylaws.
- Section 4. *UNRESTRICTED FUNDS*- These are funds or properties contributed and accepted by the Organization and not designated for a specific purpose. These funds can be used for operating expenses.
- Section 5. *CHECKS, DRAFTS, ETC.*- All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by the officers, as specified in Article VIII, Section 2.
- Section 6. *DEPOSITS*- All funds of the Organization shall be deposited, from time to time, to the credit of the Organization in such bank(s), trust companies or other depositories as the Board may direct.
- Section 7. *DONATIONS AND GIFTS*- The Board may accept on behalf of the Organization any donation, contribution, gift, bequest or devise for the general purposes or for any special purpose of the Organization. Any funds or property contributed to and accepted by the Organization shall be held, administered, accounted for and disbursed or disposed of as the donor may direct, provided that any such direction is consistent with the purpose of the Organization, as stated in Article III of these Bylaws. In the absence of any such specific direction, such funds or property shall be held, administered, accounted for, disbursed or disposed of solely for the purposes of the Organization as set forth in the Articles of Incorporation and consistent with the Comprehensive Plan of the City of Tega Cay.
- Section 8. *AUDITS*- An independent audit shall be conducted annually by a certified public accountant. A copy of the audit shall be given to the Board of Directors and shall be made available to the public upon request.

#### *ARTICLE IX* **RECORDS**

- Section 1. *REQUIRED RECORDS*- The Organization shall take and maintain (a) complete and correct minutes of all proceedings of the Board and all committees established by resolution of the Board; (b) a complete and accurate record of the names and addresses of all members of the Organization including members of the Board entitled to vote; (c) complete and correct financial records of the Organization; and (d) any and all additional records deemed necessary by the Board or required by applicable law.
- Section 2. *INSPECTION OF RECORDS*- All records of the corporation shall be kept at the offices of the Municipal Clerk of the City of Tega Cay and shall be open to inspection by anyone as specified and in compliance with Title 30, Chapter 4 of the South Carolina Code of Laws as Amended.

*ARTICLE X*  
**DISSOLUTION OF THE CORPORATION AND ASSETS**

In the event of the dissolution of the Organization, assets of the Organization remaining after the discharge of all liabilities shall be distributed to the City of Tega Cay.

*ARTICLE XI*  
**PARLIAMENTARY AUTHORITY**

The parliamentary authority for the conduct of all Board and committee meetings shall be the current edition of Robert's Rules of Order.

*ARTICLE XII*  
**SEAL**

The Board of Directors shall provide a seal, which shall inscribe thereon the name of the Organization and shall be affixed to all legal documents approved by the Board.

*ARTICLE XIII*  
**INSURANCE**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

*ARTICLE XIV*  
**AMENDMENTS**

These Bylaws may be amended, altered, repealed, or added to at any meeting of the Board where ALL members of the Board are present and with an affirmative vote of a minimum of eight members from the Directors provided notice of such amendment has been given or has been received by each member of the Board in writing prior to the meeting and such amendment does not conflict with Article III of these Bylaws. Article III of these Bylaws shall not be amended, altered or repealed at any time.

*ARTICLE XV*  
**SEVERABILITY & EFFECTIVENESS**

If any portion of these Bylaws is held to be unconstitutional for any reason, the remaining portions of these Bylaws shall not be affected. The provisions of these Bylaws shall prevail and control in the event of any inconsistency between these Bylaws and other rules or regulations that may be adopted. These Bylaws shall become effective immediately upon their passage of an affirmative vote of a minimum of eight (8) members of the Board of Directors of the Organization.

*Signatures on following page*

*Enacted this 25<sup>th</sup> day of September, 2017, by a majority vote of the Board of Directors.*

**Signed:**

\_\_\_\_\_  
Anthony Ruffalo, Chair

\_\_\_\_\_  
Jamie LaRose, Vice Chair

\_\_\_\_\_  
Christina Wilson, Secretary

\_\_\_\_\_  
Sue Chappell, At-large

\_\_\_\_\_  
Jo Butterworth, At-large

\_\_\_\_\_  
Amy McKinness, At-large

\_\_\_\_\_  
Charlie Funderburk, City Staff Liaison

\_\_\_\_\_  
Joey Blethen, City Staff Liaison

*Certificate of Adoption*

I hereby certify that the foregoing is a true copy of the Tega Cay Forever Bylaws, passed at a duly called meeting of the Board of Directors, held on the 25<sup>th</sup> day of September, 2017.

\_\_\_\_\_  
Christina Wilson, Secretary