

BYLAWS OF UPSTATE FOREVER

Originally Adopted on November 25, 1998

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Article I. Name

The name of the organization is Upstate Forever.

Article II. Organization

The organization is a non-profit corporation organized and existing under the laws of the State of South Carolina.

Article III. Mission and Scope

The basic mission of the organization shall be to promote sensible growth and to protect special places in the Upstate region of South Carolina, defined as Abbeville, Anderson, Cherokee, Greenville, Greenwood, Laurens, Oconee, Pickens, Spartanburg and Union Counties, and to administer and manage the programs that achieve this mission.

Article IV. Membership

Section I. Any individual, family, business, corporation or other entity interested in supporting the basic mission of the organization and willing to uphold its policies and subscribe to these bylaws shall be eligible for membership upon payment of dues as determined by the Board of Directors.

Section II. Memberships shall run on a rolling annual basis from the anniversary date of the first payment of dues.

Section III. Membership shall be terminated by resignation or by non-payment of dues.

Section IV. Each membership shall be entitled to one vote on all matters on which voting is allowed under these bylaws, regardless of the number of members associated with such membership. (For example, a family membership consisting of four members is entitled to one vote).

Article V. Dues

Section I. The amount of the annual dues for membership shall be determined by the Board of Directors.

Section II. Dues shall be payable initially upon becoming a member of the organization and thereafter every twelve months from that date.

Article VI. Officers and Their Election

Section I. The officers of the organization shall consist of the Chair, Vice-Chair, Executive Director, Secretary and Treasurer. The officers shall be nominated by the Nominating Committee and elected by a majority vote of the Board of Directors at its first meeting following the Annual Meeting.

Section II. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Board of Directors.

Article VII. Duties of Officers

Section I. The Chair shall be the chief governance officer, shall preside at meetings of the Board and shall assure the integrity and fulfillment of the Board's process. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws or by Board Policy.

Section II. The Executive Director shall be the chief executive officer of the organization and, subject to the control of the Board of Directors, shall be responsible for the day-

to-day operation and management of the organization and shall perform such other duties as may be prescribed in these bylaws or assigned to him or her by the Board of Directors.

Section III. The Secretary is authorized to sign such documents as may require the Secretary's signature, shall ensure that a record is kept of Board proceedings, shall ensure the integrity of Board documents, and shall perform such other duties as may be delegated to him or her.

Section IV. The Treasurer is authorized to sign such documents as may require the Treasurer's signature and shall perform such other duties as may be required by law. He/she shall also assess the state of the organization's finances in conformance with Board policies. He/she will lead the auditing process for the Board. The Treasurer shall present a financial statement at every meeting of the Board of Directors and at other times when requested by the Board of Directors, and make a full financial report at the Annual Meeting.

Article VIII. Board of Directors

Section I. The organization shall be governed by the Board of Directors.

Section II. The Board of Directors shall consist of a minimum of ten persons and a maximum of twenty-five persons, the exact number of which shall be determined by the Board of Directors.

Section III. At the Annual Meeting of the organization, the Nominating Committee shall nominate the Directors of the organization. The Directors shall be elected by majority vote of the membership in attendance at the Annual Meeting.

Section IV. Directors shall assume their official duties following the close of the Annual Meeting at which they are elected and shall serve for staggered terms of three years and until the election and qualification of their successors. For purposes of determining term of service, a

Director, elected separately from the annual election process, is presumed to begin service at his or her first board meeting.

Section V. All members of the Board of Directors shall serve without compensation.

Section VI. When a vacancy occurs, the Board of Directors shall have the authority at any time to elect a new member to the Board who shall serve until the next Annual Meeting, at which time the director may be elected by the members to continue his or her service on the Board.

Section VII. Removal of Directors: The Directors, after five days' notice in writing, by majority vote of a quorum present and voting, may at any regular meeting, or meeting called for the purpose, remove any Director if there is deemed by the Board to be sufficient cause to do so. The Board may establish an attendance requirement for Board members.

Section VIII. One half of the Board of Directors shall constitute a quorum for the transaction of business of the organization. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the entire Board of Directors. Proxy votes will not be permitted.

Section IX. Telephonic Meetings: To the extent permitted by law, a conference among Directors by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board, if the same notice is given of the conference as would be required for a meeting, and if the numbers of Directors participating in the conference would be sufficient to constitute a quorum at the meeting.

Section X. By Written Consent: An action may be taken by written consent, which describes the action taken and is signed by all Directors.

Section XI. Regular meetings of the Board of Directors shall be held on a quarterly basis, unless otherwise provided by the Board of Directors. Special meetings may be called by the Chair or by

any two directors. At least five days' notice shall be given of all meetings of the Board of Directors.

Article IX. Committees

Section I. The organization shall have an Executive Committee consisting of its officers (the Chair, the Vice Chair, the Executive Director, the Secretary and the Treasurer), the immediately preceding Chair, and any other board member asked by the Chair to serve in this role. The Executive Committee shall have the authority to address and decide any issue relating to the organization except where these by-laws, policies or a resolution of the Board of Directors provide otherwise. However, the Executive Committee does not have the authority to amend the Articles of Incorporation; adopt a plan of merger or consolidation; approve the sale or disposition of all or substantially all of the property and assets of the corporation, if not included in the budget or authorized by the board; approve a voluntary dissolution of the corporation or revocation of such dissolution; adopt or revise a Bylaw of the corporation; hire or remove the Executive Director or fill vacancies on the Board of Directors.

Section II. The organization shall also have a Nominating Committee which shall nominate persons to serve as officers and as members of the Board of Directors of the organization. The immediate past Chair of the Board of the organization shall serve as the Chair of the Nominating Committee but if he or she is unable or unwilling to do so, the Chair of the Board shall appoint the Chair of the Nominating Committee. The Chair of the Board shall appoint two other members of the Board to serve on the Nominating Committee.

Section III. Any member of the organization in good standing shall have the right to submit to the Nominating Committee a person or persons to be considered for election to the Board of Directors. Any such submission must be made at least thirty days prior to the Annual Meeting.

The Nominating Committee shall consider such person(s) as well as any other person recommended by a member of the Executive Committee or by a member of the Board of Directors.

The Nominating Committee shall nominate one eligible person for each directorship to be filled and shall report its nominees at the Annual Meeting. Only those persons who have signified their consent to serve if elected shall be nominated for, or elected to, the Board of Directors.

Section IV. The Board of Directors may create such other committees as it deems necessary to carry on the work of the organization. Each such committee shall have at least one member of the Board of Directors. The Chair of each such committee shall be appointed by the Board of Directors. The Board of Directors may establish an Advisory Council to assist and advise the organization on its programs and projects. At least three days' advance notice shall be given of all meetings of all committees of the organization.

Article X. Meetings

Section I. There shall be an Annual Meeting of the organization during the last quarter of each year, the exact time and place to be determined by the Board of Directors.

Section II. Special meetings of the organization may be called by the Executive Director or by the Board of Directors.

Section III. Written, printed or electronic notice stating the place, day and hour of the Annual Meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting to each member entitled to vote at such meeting.

Section IV. Election of Board Members and approval of any other matter at the Annual Meeting shall be by majority vote of those in attendance at the Annual Meeting.

Article XI. Fiscal Year

The fiscal year of the organization shall be the calendar year.

Article XII. Parliamentary Authority

The Board may adopt rules of order. Otherwise or in matters not covered in the Board's rules of order, Robert's Rules of Order shall govern the organization in all cases to which they are applicable, provided that they are not in conflict with the bylaws or the articles of incorporation of the organization.

Article XIII. Amendments

These bylaws may be amended at the Annual Meeting or at any special meeting of the organization by a two-thirds vote of the membership represented at the meeting, provided that notice of the proposed amendment shall have been given to each member at least ten days prior to the meeting and that the amendment has been approved by the Board of Directors.

Article XIV. Notice of Meetings

Notice of meetings of the Board of Directors and of all committees of the organization may be given in writing or electronically. **AMENDMENT HISTORY**

Originally Adopted on November 25, 1998

Amended on November 8, 2003

Amended on November 5, 2005

Amended on November 4, 2006

Amended on November 10, 2007

Amended on November 1, 2008

Amended on November 14, 2009

Last Amended on November 8, 2014