

**BY-LAWS**  
**OF**  
**CITY CENTER PARTNERSHIP, INC.**

**I. ARTICLE**  
**CORPORATE NAME**

The exclusive name of this Corporation shall be City Center Partnership, Inc. (the "Corporation").

**II. ARTICLE**  
**REGISTERED OFFICE AND AGENT**

**§ 2.1 Registered Office.** The Registered Office of the Corporation required by law shall be as initially designated in the Certificate of Incorporation and continuously maintained by the Board of Directors. The Registered Office need not be identical with the principal place of business or other offices, within or without the State of South Carolina, as the business of the Corporation may from time to time require.

**§ 2.2 Changes.** The Board of Directors may change the Registered Office at its discretion from time to time after giving due notice of such change as required by law to the Secretary of State of South Carolina.

**III. ARTICLE**  
**FISCAL YEAR**

The fiscal year of the Corporation shall end on midnight of June 30 of each year. The Board of Directors shall have the power to change the fiscal year.

**IV. ARTICLE**  
**CORPORATE PURPOSES AND POWERS**

**§4.1 Purposes.** The Corporation is organized and operated exclusively for purposes as defined under Section 501(c)(6) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue Law). In particular, the Corporation is formed for the purpose of enhancing the economic vitality of Columbia's City Center Business Improvement District (BID) by making capital investments and expanding services and programs within and for the District through the use of special assessment revenues and other revenues as may be appropriate. Provided, however, that no part of the net earnings thereof shall inure to the benefit of any private shareholder or individual; provided, further, that no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the operations, activities and powers of the Corporation shall be limited to those permitted by an organization described in Internal Revenue Code Sections 501(c)(6). Notwithstanding any other provisions of these Bylaws, the objects and purposes for which this Corporation is organized are exclusively within the meaning of Section 501(c)(6) of the Internal Revenue Code. In benefiting and assisting the public and developing, promoting, and strengthening special assessment revenues and the activities within and for the City Center Business Improvement District, this corporation is a nonprofit mutual benefit corporation.

**§ 4.2 Powers.** In addition to the powers and authorities now or hereafter granted by law to nonprofit corporations by the State of South Carolina and subject always to these limitations, the specific objectives and purposes of the Corporation and the powers, which it may exercise, are as follows:

- a. To have and exercise all rights and powers conferred on nonprofit corporations under the laws of South Carolina, including the power to contract, rent, buy or sell personal or real property, to lend and borrow money; provided, however, that this Corporation shall not, except in insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.
- b. To act as trustee under any trust incidental to the principal objectives of the Corporation, and receive, hold, administer, and expend funds subject to such trust.
- c. To borrow money, contract debts, and issue bonds, notes, and debentures, and secure the payment or performance of its obligations with assets of the Corporation.
- d. To do all other acts necessary or expedient for the administration of the affairs and in the advancement of the stated purposes of the Corporation.
- e. To sue and be sued.

**V. ARTICLE**  
**BOARD OF DIRECTORS**

**§ 5.1 General Powers.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

**§ 5.2 Number, Tenure and Qualifications of Directors.** The number of Directors of the Corporation shall be a minimum of twenty-five (25) with five (5) of the voting Directors being appointed by Columbia City Council. Assessed property owners from the District must always comprise a majority of the Board. Voting members of the Board shall be chosen to fill the following designated seats with the remaining seats to be at-large:

- a. Two (2) District property owners that pay more than \$30,000 in annual assessments;
- b. Two (2) District property owners that pay less than \$2,000 in annual assessments;
- c. One (1) District property owner whose property is more than 50% residential by square foot;
- d. Two (2) District non-profit property owners which are making voluntary contributions to the District;
- e. Seven (7) District assessed property owners chosen "at large" who demonstrate a commitment to improving and sustaining the vitality of the City Center Business Improvement District;
- f. One (1) Director from the Greater Columbia Chamber of Commerce;
- g. Three (3) City of Columbia representatives appointed by Columbia City Council;
- h. One (1) Richland County representatives;
- i. Six (6) or more at large Directors, of which two (2) shall be appointed by Columbia City Council and four (4) appointed by the Partnership. All chosen from major employers in the District, business owners in the District or the University of South Carolina; they may or may not be property owners.

In addition to the voting Board members, there shall be allocated "ex-officio" non-voting directorships on the Board, including three (3) City appointments one (1) being the Columbia City Manager and three (3) Richland County appointments one (1) being the County Administrator.

The voting Directors shall serve staggered, three-year terms. Ten (10) of the Directors appointed by the Partnership and two (2) appointed by Columbia City Council shall be appointed for an initial one-year term and ten (10) of the Directors appointed by the Partnership and three (3) appointed by Columbia City Council shall be appointed for an initial two-year term. The portion of Board of Directors appointed by the Partnership shall become self-sustaining, in that the seats shall be filled at an annual meeting upon nomination by the Nominating Committee. Columbia City Council shall appoint Members to the Board of Directors as called for in these By-Laws.

Each Director shall hold office until such Director's term expires, dies or is removed from office by cause either by Columbia City Council if appointed by the Council or by a majority vote of the Board of Directors. If any Director dies, a replacement Director shall be appointed by a majority vote of the remaining Directors or by Columbia City Council if appointed by the Council.

**§ 5.3 Regular Meetings.** The Board of Directors will set regular meetings, no less than quarterly. The Board of Directors shall have the power to establish the time and place for holding such regular meetings of the Board. The Board of Directors shall have the power in its discretion to change the time and place of such regular meetings or to make them more or less frequent as long as proper notice is given as specified in Section 5.5.

**§ 5.4 Special Meetings.** The Chairman may call special meetings of the Board of Directors . Special Meeting of the Board of Directors shall require written or oral notices that are publicly posted at the Corporation's principal office. As specified in Section 5.2, 51% of directors must be present. All special Board meetings shall be public, with notice given to public and media at least 24 hours before the meeting, with the agenda posted in a public location.

**§ 5.5 Notice of Regular Meetings.** Notice of any meeting shall be given in writing at least seven (7) days in advance of the meeting unless it is a Special Meeting and then the notice should be made in compliance with Section 5.4. For a regularly scheduled meeting, written notice shall be deemed to have been received if written notice to all board members as specified in Section 5.2 is sent electronically at least seven (7) days prior to the meeting dates. All board meetings shall be public, with the agenda posted in a public location.

**§ 5.6 Director Quorum.** A quorum shall be duly constituted when more than 51% of the Directors as specified in Section 5.2 are present.

**§ 5.7 Manner of Acting.** Required Vote. The act of the majority of the Directors present and eligible to vote at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors.

**§ 5.8 Action Without a Meeting.** Action required or permitted by the South Carolina Nonprofit Corporation Act of 1994, to be taken at a Board of Directors' meeting may be taken without a meeting if the action is approved by 51% of the Directors as specified in Section 5.2.

The action shall be evidenced by written consent describing each action, signed by each Director and included in the minutes or filed with the corporate records reflecting the action taken. Action evidenced by written consent under this section is effective when the last Director signs the consent action, unless a different effective date is specified in the consent action. A consent action signed under this section has the effect of a meeting vote and may be described as such in any document.

**§ 5.9 Removal of a Director.** Any Director may be removed from office with or without cause by a majority vote of the Board of Directors if appointed by the Partnership. If appointed by Columbia City Council or Richland County, removal will require an action by appointing body. The Partnership shall take such action at a meeting of the Board of Directors meeting, where the removal and replacement of the Director or Directors in question shall be considered.

**§ 5.10 Committees.** The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee must have two or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. The

provisions of this Article V, which govern meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the Board of Directors, apply to committees and their members. The committees may consist of persons who are not members of the Board of Directors. Committees shall act in an advisory capacity to the Board of Directors.

## **VI. ARTICLE** **OFFICERS**

**§ 6.1 Number.** The officers of the Corporation shall be a Chairman, Vice Chairman, Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary, including all officers, including the Chairman of the Board of Director shall be appointed by the Board of Directors at a regular duly advertised meeting of the Board of Directors. The past Chairman of the Board and acting Chairs of each sub-committee representing the corporation will sit on the Executive Committee.

**§ 6.2 Appointment and Term of Office.** The officers of the Corporation shall be appointed by the Board of Directors for a one (1) year term. (The designation of a specified term grants to the officer no contract rights, and the board can remove the officer at any time prior o the termination of such term). Officers may be reappointed for one (1) additional year term. No dual office holding will be allowed.

**§ 6.3 Removal.** Any officer or agent may be removed at any time, with or without cause, by the Board of Directors.

**§ 6.4 Chairman of Board.** The Chairman shall be the principal officer of the Corporation. The Chairman shall have primary responsibility to overseeing the business affairs of the Corporation. The Chairman shall preside over all meetings of the officers of the Corporation.

**§ 6.5 The Vice-Chairman.** If appointed, in the absence of the Chairman or in the event of the Chairman's death, inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. (If there is no Vice-Chairman, then the Treasurer shall perform such duties of the Chairman). Any Vice-Chairman shall perform such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

**§ 6.6 The Secretary.** The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of any seal of the Corporation and if there is a seal of the Corporation, see that it is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) when requested or required, authenticate any records of the Corporation; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to this person by the President & CEO, the Board Chairman or by the Board of Directors.

**§ 6.7 The Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in

such banks, trust companies or other depositories as shall be selected by the Board of Directors; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors. As required by the Board of Directors, the Treasurer and any other person handling funds shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties.

**VII. ARTICLE**  
**PRESIDENT & CEO**

**§ 7.1 PRESIDENT & CEO.** The President & CEO is subject to the control of the Board of Directors and the Chairman and shall be responsible for general supervision and control of all the business affairs of the Corporation. The President & CEO shall sign (with authorization from the Board of Directors and where required, City of Columbia) any deeds, mortgages, bonds, contracts, or other instruments. In general, the President & CEO shall perform all duties required by the office of the President & CEO and such other duties as may be prescribed by the Board of Directors from time to time.

**VIII. ARTICLE**  
**COLLECTION AND APPLICATION OF FUNDS**

The Corporation may receive income from any source, including, but not limited to payments, donations, bequests, and devises from wills and trusts, gifts of money and properties, grants and funds which may inure to the benefit of the Corporation. All contributions and/or devises so received together with the income therefrom shall be held, managed, administered, and distributed by the Corporation in accordance with the purposes and terms of these By-Laws.

The Corporation shall hold, manage, and invest and secure all amounts and funds received and shall collect and receive the income therefrom. After deducting all necessary expenses incident to the operation and administration of the Corporation, the remaining funds shall be used to conduct programs and activities as specified in the City Center Improvement District Plan approved by Columbia City Council on August 8, 2001.

Notwithstanding any other provision of these By-Laws, no expenditure or distribution shall be made for any purpose that may jeopardize the status of the Corporation as a organization under Section 501(c)(6) of the Internal Revenue Code or which may jeopardize the status of contributions or payment by any person insofar as deductions which are allowed under the provisions of Sections 170, 2055, 2106, and 2522 of the Internal Revenue Code.

**IX. ARTICLE**  
**AMENDMENTS**

These By-Laws may be amended or restated from time to time at any regular meeting of the Board at which a quorum is present and of which proper notice is given. It shall take a positive two thirds (2/3) of the total number of the members of the Board of Directors as specified in Section 5.2 for the Board of Directors to amend these By-Laws the in favor of the amendment.

**X. ARTICLE**  
**DISSOLUTION OF THE CORPORATION**

The Corporation may be dissolved and its business affairs terminated at any regular meeting of the Board at which a quorum is present and of which proper notice is given, if two thirds (2/3) of the Board of Directors present vote in favor of the dissolution. Notice of the meeting must state the purpose of the proposed meeting. Upon the dissolution of the Corporation and after all its debts and expenses have been paid, all its assets shall be distributed to the City of Columbia to be used for such purposes as the funds were originally intended.

**NOW, THEREFORE**, the undersigned Directors as specified in the Articles, hereby certify that the foregoing By-Laws was unanimously adopted by the Directors, effective the May day of 11, 2011 to witness which we have hereunder affixed our signatures.

**WITNESS:**

**CITY CENTER PARTNERSHIP, INC.**

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By: \_\_\_\_\_  
**David Lockwood, Chairman**

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By: \_\_\_\_\_  
**Boyd Jones, Vice - Chairman**

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By: \_\_\_\_\_  
**Jeff Prioreshi, Treasurer**