

Columbia Parks and Recreation Foundation

BY LAWS FOR COLUMBIA PARKS & RECREATION FOUNDATION

ARTICLE I. CORPORATE NAME

The name of this Corporation shall be Columbia Parks and Recreation Foundation (the Corporation).

ARTICLE II. REGISTERED OFFICE AND AGENT

- 2.1 The Registered Office and Registered Agent.** The Registered Office and Registered Agent of the Corporation required by law shall be as initially designated in the Articles of Incorporation and continuously maintained by the Board of Directors.
- 2.2 Changes.** The Board of Directors may change the Registered Office or Registered Agent at its discretion from time to time after giving due notice of such changes as required by law to the Secretary of the State of South Carolina.

ARTICLE III. PURPOSE

The purpose of the Corporation is:

- 3.1** to promote programs for the City of Columbia Parks & Recreation Department related to enhancing and expanding the scope of the educational and human development qualities;
- 3.2** to encourage, recruit, receive, and administer gifts, devises, and donations by deed, will or otherwise, for the advancement of the City of Columbia Parks & Recreation Department;
- 3.3** to provide the instrument for securing greater continuity and uniformity in the control, management, and distribution of such gifts, devises, and donations and in furthering the objectives related to enhancing and expanding the scope of the educational and human development qualities of the City of Columbia Parks & Recreation Department;
- 3.4** to make gifts and grants to, and coordinate with, the City of Columbia Parks & Recreation Department that support the long range goals of the Parks & Recreation Department as approved by City Council;
- 3.5** to act as fiscal agent for donors who wish to sponsor programs and projects of the Corporation and City of Columbia Parks & Recreation Department. 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 By Laws, 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)(3) and 509(a)(3)(A). Notwithstanding any other provisions of these By Laws, the objects and purposes for which this Corporation is organized are exclusively charitable or educational within the

meaning of Section 501(c)(3) of the Internal Revenue Code, in benefitting, assisting, advancing, developing, promoting, and strengthening approved programs of the City of Columbia Parks & Recreation Department.

ARTICLE IV. BOARD OF DIRECTORS

4.1 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. Notwithstanding any other provisions of these By Laws:

4.1.1) The Board of Directors shall employ such personnel as it deems appropriate, can confer titles, furnish job descriptions, and fix compensation to assist it in performing the purposes of the Corporation.

4.1.2) The Corporation shall not purchase, sell, mortgage, lease, or otherwise acquire or dispose of any interest in real property with the exception of property specifically required to support the administrative operations of the Corporation. Gifts of real property will be coordinated and managed by the City Manager or his appointee. When deemed advantageous to the donor, gifts or real property may be received by the Corporation, with the City Manager or his appointee assigned to be the agent for coordination and management of that gift.

4.2 Number, Terms and Qualifications of Directors.

4.2.1) The Corporation shall not have fewer than fifteen (15) and not more than twenty-five (25) Directors who are residents of the City of Columbia and who have indicated an interest in the City of Columbia Parks & Recreation Department (provided, however, that any Non-City resident serving on the Board on the Date this Amended Provision takes effect, shall be exempt from the residency requirement);

4.2.2) Of the fifteen to twenty-five Board positions, eight to eighteen positions shall be filled by election to the Board by vote of the members of the Board;

4.2.3) Seven of the fifteen to twenty-five Board positions shall be appointed by the Columbia City Council;

4.2.4) The terms of the positions for all directors shall be three years;

4.2.5) Any Director failing to attend three (3) consecutive meetings of the Board of Directors without notifying the Secretary shall be deemed to have resigned as a member of the Board of Directors and any Director unable to attend a meeting where a vote is required may deem a proxy vote to another Director with notification given to the Secretary;

4.2.6) Retiring Directors may be reappointed to the Board and reelected to position on the Board, provided that the Director has not served more than six consecutive years on the Board;

4.2.7) If any Director dies, resigns, or is removed, a replacement Director shall be appointed by a majority vote of the remaining Directors to fill the vacant position for the remainder of the term of the Director being replaced. If appointed to fill an elected position, at the end of the term, that Director can be re-elected as provided above. If appointed to fill a position filled by appointment from City Council, at the end of the term, the position will be filled by that entity.

4.3 Non-Board Members. The Columbia Parks and Recreation Foundation Board Members have the authority to enlist advisors if deemed in the best interests of the Foundation; these non-Board Members may attend board meetings but, do not have any voting powers.

ARTICLE V. OFFICERS

- 5.1 Number.** The officers of the Corporation shall be a Chairperson, Vice Chairperson, a Secretary, and a Treasurer.
- 5.2 Election and Terms of Officers.** The Board of Directors shall elect from its membership the Officers of the Corporation. All officers shall serve two years. The designation of a specified term grants to the officer no contract rights, and the Board can remove the officer at any time prior to the termination of such term.
- 5.3 Removal.** Any officer or agent may be removed by the Board of Directors at any time, with or without cause with a two-thirds super-majority vote of all board members. If any officer is removed or otherwise vacates his or her office, the remainder of the officers shall have the power to appoint an interim replacement to serve for the duration of the term.
- 5.4 Chairperson.** The Chairperson shall have direct supervision of the Corporation and shall preside over meetings of the Board of Directors. A Chairperson who has served two three-year terms on the Board or for other reasons rotates out of the position of Chairperson may stay on the Executive Committee for an additional term in an advisory capacity and shall have voting rights.
- 5.5 Vice Chairperson.** The Vice Chairperson shall assist the Chairperson and assume the duties of the Chairperson in case of absence. In the event the position of Chairperson is vacated, the Vice Chairperson shall assume the position of Interim Chairperson for the remainder of the vacated Chairperson's term. In the event any other officer position is vacated, the Chairperson shall nominate a Director, for the Executive Committee's approval, to serve in an interim capacity for the duration of the vacated officer's term.
- 5.6 Secretary.** The Secretary shall record minutes of all meetings of the Board of Directors and see that they are distributed to all members of the Board. The Secretary shall record all minutes of the Executive Committee for inclusion in the permanent files of the Corporation. The Secretary shall supervise the proper maintenance of the permanent files of the Corporation, including the minutes with all copies of documents submitted to the Board of Directors during meetings and other informational material made available to the Board of Directors that specifically relate to the issues or discussion undertaken during meetings.
- 5.7 Treasurer.** The Treasurer shall:
- 5.7.1) have charge and custody of and be responsible for all funds and securities of the Corporation;
 - 5.7.2) 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;
 - 5.7.3) 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 or her by the Chairperson or by the Board of Directors;

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE VI. COMMITTEES

- 6.1 Appointment of Committees.** The Chairperson shall appoint an Executive Committee, a Nominating Committee, and such other permanent, standing, ad hoc, or temporary committees as deemed necessary. All Committees will be chaired by a member of the Board of Directors and the Chairperson will serve as ex officio member to all committees.
- 6.2 Executive Committee.** The Executive Committee shall be composed of the Chairperson, the Vice Chairperson, the Secretary, and the Treasurer and three persons appointed by the officers from the Board of Directors. The Executive Committee shall have the power to act on behalf of the Board of Directors between regular meetings of the Board. The Executive Committee shall meet on call of the Chairperson of the Corporation. The Executive Committee shall have the power to create and staff committees as it deems appropriate and can dissolve committees as it deems necessary or appropriate.

ARTICLE VII. FINANCES

- 7.1 Payment of Expenses.** Payment of all expenses, with the exception of office petty cash items as may be required from time to time, shall be made by check from the Corporation signed by an authorized person. The Executive Committee shall designate persons, as it deems appropriate to sign checks of the Corporation.
- 7.2 Fiscal Year.** The fiscal year shall begin on January 1st and end on December 31st.
- 7.3 Distribution of Funds if Dissolution of the Corporation Occurs.** If at any time, the Corporation shall cease to carry out its purpose, as stated, all assets and property held by it shall, after payment of its liabilities, be paid over to an organization that has itself a similar mission with regard to the education and human development qualities of the leisure services offered by the City of Columbia Parks & Recreation Department and, in that mission, benefit the citizens of Columbia, and that organization has established an appropriate tax exempt status under Section 501(c)(3) and other applicable sections of the Internal Revenue Code.

ARTICLE VIII. MEETINGS

- 8.1 Board of Directors Meetings.** The Board of Directors shall meet regularly, at least two times a year. These meetings, one of which will include the Annual Meeting, will take place in accordance with a schedule fixed by the Executive Committee at its first meeting after the beginning of the fiscal year. The Executive Committee shall meet regularly, at least six times a year. Meetings of the Executive Committee may be held electronically or telephonically. Subcommittees will meet as necessary and minutes of their meetings will go to the Board Chairperson. All subcommittee chairs will be accountable for the actions of their respective committees.
- 8.2 Annual Meeting.** The Annual Meeting of the Board of Directors will ordinarily be held prior to the last day of December, but no later than the last day of January, following the close of the fiscal year.
- 8.3 Meeting Notices.** The Secretary will provide each member of the Board of Directors with due written notice and a provisional agenda of each meeting.

ARTICLE IX. QUORUM

A majority of the members of the Board of Directors shall constitute a quorum.

ARTICLE X. 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 that 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 bylaws.

The Corporation shall hold, manage, and invest all amounts and funds received and shall collect and receive income therefrom. After deducting all necessary expenses incident to the operation and administration of the Corporation, the remaining funds shall be distributed in such amounts as the Board of Directors shall approve solely for the benefit of, to perform the functions of, or to carry out the purposes and objectives of the Corporation as set forth therein.

Notwithstanding any other provision of these By Laws, no expenditure or distribution of the amounts or funds received shall occur without approval of the Board of Directors.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The most recent published version of Roberts Rules of Order shall govern this Corporation in all cases not covered by the By Laws.

ARTICLE XII. AMENDMENTS

These By Laws may be amended or restated if a majority of the Directors in office at that time vote in favor of the amendment or with a vote of the majority of a quorum of Directors and ratification by the Executive Committee. Notice of two meetings at which the readings of proposed amendments are scheduled to occur must state that a purpose of the meeting is to consider a proposed amendment to the By Laws and must contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

ARTICLE XIII. DISSOLUTION OF THE CORPORATION

The Corporation may be dissolved and its business affairs terminated at any meeting of the Board, of which proper notice is given, if, after two noticed meetings in which a discussion of the proposed dissolution is on the agenda, a two-thirds super-majority of the Directors in office at that time vote in favor of dissolution. The proposal for dissolution must then be submitted to the Columbia City Council for approval. Notice of the meeting must state that the purpose of the proposed meeting is to consider dissolution of the Corporation and must contain or be accompanied by a copy or summary of the plan for dissolution. Upon dissolution of the Corporation and after all its debts and expenses have been paid, all its assets which may be legally distributed shall be distributed in conformity with these By Laws for the purposes set forth herein. Any remaining funds shall be distributed as provided in the Articles of Incorporation.

*Revised for submission to Columbia City Council: January 26, 2009
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