

DRAFT of BYLAWS (GM1)

BYLAWS OF *James Island Pride*

ARTICLE I *Name, Officers, and Location*

Section 1

Name and Nature. The name of this organization shall be James Island Pride, a citizens' committee of the Town of James Island Environment & Beautification Committee.

Section 2

Area. The primary area of benefit shall be James Island; however, other communities may be supported by our mission.

Section 3

Principal Office. The principal address and meeting site of the organization shall be located at the Town of James Island, South Carolina.

Section 4

Eleemosynary Status. This organization shall be an eleemosynary corporation chartered by the State of South Carolina and all contributions thereto shall be tax deductible as approved by the Exempt Organization Division of the Internal Revenue Code.

ARTICLE II

Members

The organization shall not have a general membership base. James Island Pride shall be governed by the James Island Pride Committee. The Chair of the Town of James Island Environment & Beautification Committee (and elected member of the Town of James Island Council) shall serve as council liaison to James Island Pride.

ARTICLE III

James Island Pride Committee

Section 1

General Powers. The James Island Pride Committee shall be elected in the manner provided by the bylaws. The business and affairs of James Island Pride shall be managed by the James Island Pride Committee in conjunction with staff from the Town of James Island. The committee will

have the authority to make recommendations and requests to the Town of James Island and execute the affairs of the organization. The JI Pride Committee shall consider and approve a budget to recommend to the Town of James Island for each fiscal year. The James Island Pride Committee shall have general control of the affairs, expenditure of funds and property of James Island Pride and abide by the rules established by the Town of James Island for conducting the business affairs of the organization.

Section 2

Number, Term and Qualifications. The number of members constituting the James Island Pride Committee shall be not less than five (5) nor more than nine (9) members, but such number may be increased or decreased by amendment to these Bylaws in the manner set forth in Article IX hereof. Regular terms of office for Committee members shall be four years; provided, however, that the regular terms shall be so fixed at the beginning or upon any increase or decrease in the number of members so that approximately an equal number of regular terms will expire at each new fiscal year (June 30).

Section 3

Initial Election. The initial terms shall be staggered. One-third (1/3) of the elected Committee Members shall be elected to a three-year term; one-third (1/3) shall be elected to a two-year term; and one-third (1/3) shall be elected to a one year term. Subsequently, elections shall be held annually for one-third (1/3) of the elected members for three year terms.

Section 4

Appointment of Chair. Except as provided below, newly elected Chairperson shall take office at the beginning of a new fiscal year.

Section 5

Removal. A Chairperson may be removed at any time without cause, by a unanimous vote of the officers of the Committee, or from a recommendation from the Town of James Island. If any directors are removed, new directors shall be recommended by the members of the James Island Pride Committee, and these new appointees will take office when approved by Town Council.

Section 6

Vacancies. Any vacancy occurring on the James Island Pride Committee may be filled by the appointment of a new member by the officers of the organization.

Section 7

Committee Chairperson. A James Island Pride Committee Chairperson shall be elected by the membership of the James Island Pride Committee from their number at the first annual meeting

of the James Island Pride Committee. The Chair shall preside at all meetings and perform such other duties as may be directed by the Committee.

Section 8

Compensation. No compensation shall be paid to the chair or committee members as such, for regular committee service.

ARTICLE IV ***Meetings of Committee***

Section 1

First Annual Meeting. The First Annual Meeting of the James Island Pride Committee shall be held during the third week of August each year for the purpose of electing committee members and for the transaction of such other business as may be properly brought before the meeting.

Section 2

Regular Meetings. In addition to its Annual Meeting, the James Island Pride Committee may provide by resolution, the time and place for holding additional meetings. All business of James Island Pride will be conducted at noticed regular or special meetings.

Section 3

Special Meetings. Special meetings of the James Island Pride Committee shall be called by or at the request of the Chairperson or any three committee members. Such a meeting shall be properly noticed and held at a place and location as fixed by the person or persons calling the meeting.

Section 4

Notice of Meetings. At least 48 hours notice must be given prior to calling a regular or special meeting of the James Island Pride Committee by any usual means of communication. Notices for special meetings must specify the purposes for which the meetings are called.

Section 5

Quorum. A majority of the current James Island Pride Committee (5 committee members) shall constitute a quorum for the transaction of business at any meeting.

Section 6

Manner of Acting. Except as otherwise provided in these bylaws, the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the James Island Pride Committee.

ARTICLE V
Standing Committees

Standing Committees. Among the Standing Committees shall be (1) Adopt A Highway, (2) JI Arts, and (3) Helping Hands. Other committees may be added as needed. Chairs of each standing committee are also committee members for James Island Pride. Minutes from standing committees will be submitted for information prior to each regular meeting.

ARTICLE VI
Officers

Section 1

Officers of the Committee. The officers of the James Island Pride Committee shall consist of a Chairperson, Vice Chairperson, Secretary and Treasurer. No one person may hold two officer positions simultaneously.

Section 2

Election and Terms. The officers of the James Island Pride Committee shall be elected every 2 years by the Committee at the First Annual Meeting of the James Island Pride Committee. Nomination of officers shall be from the floor.

Section 3

Removal. Any officer elected or appointed by the Committee may be removed if it is in the best interest of the Committee.

Section 4

Chairperson. The Chairperson shall preside at all meetings and shall appoint all standing committees and the chair thereof. He or she shall promote the interests of James Island Pride and shall be the accredited representative of the Committee at outside meetings unless he or she shall delegate this authority to another officer or member of the Committee. The Chairperson shall be subject to the control of the Environment & Beautification Committee of the Town of James Island. The Chairperson in conjunction with the Liaison to the Environment & Beautification Committee shall in general supervise and control all of the day to day business and affairs of the James Island Pride Committee. He or she shall request approval for expenditures from the E&B Liaison, and set and share the agendas for meetings with the Town Administrator.

Section 5

Vice Chairperson. The Vice Chairperson shall fulfill the responsibilities of the Chairperson during the Chairperson's absence or incapacitation, assist the Chair in discharging responsibilities as the Chair may see fit, shall serve as an ex-officio member of all committees, and fulfill any duties that may be determined by the James Island Pride Committee.

Section 6

Secretary. The Secretary shall: (a) keep the minutes of James Island Pride Meetings and of all Standing Committees in one or more books provided for those purposes and provide promptly copies of such minutes to all Board Members; (b) see that all notices are duly given in accordance with provisions of these bylaws--that minutes of prior meetings and the Notice of Meetings are distributed to Board Members at least seven days prior to any Directors' meeting; (c) be custodian of the corporate records; and (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairperson and Committee.

Section 7

Treasurer. The Treasurer shall: (a) work in conjunction with the Town of James Islands Senior Finance Officer in accounting for all funds of the James Island Pride Committee, receive and provide receipts for money due and payable to the Senior Finance Officer or Environment & Beautification Committee Liaison. Deposits of all such money in the name of the James Island Pride Committee shall be through the Environment & Beautification Committee Liaison and/ or to the Town of James Island Senior Finance Officer. (b) collaborate with the Senior Financial Officer to prepare, or cause to be prepared, a true statement of the Committee's revenues and expenditures, and its assets and liabilities at least quarterly, all in reasonable detail, which shall be made and filed at the Town of James Island in the State of South Carolina and thereat kept available for a period of at least ten years; (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 or her by the Chairperson or by the James Island Pride Committee, or by these bylaws.

Section 8

Filling of Vacant Office. Any vacancy which occurs in an office shall be filled by a majority vote of the number of committee members fixed by these bylaws at a regular or special meeting.

ARTICLE VII

Specific Operating Procedures

Section 1

Rules. The most current edition of Roberts' Rules of Order shall be the authority on all points not covered by the bylaws.

Section 2

Meeting Frequency. The James Island Pride Committee shall meet on the third Thursday of each month unless otherwise specified and noticed publicly one week before the date of the scheduled meeting.

ARTICLE VIII
Fiscal Year

The fiscal year of the Committee shall begin on the first day of July and end on the last day of June each year.

ARTICLE IX
Amendments

Except as otherwise provided herein, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the members then holding office at any regular or special meeting of the James Island Pride Committee, provided that written notice that the bylaws are to be reviewed are noticed at least 10 days prior to such meeting. No amendment that would defeat the 501(c)(3) status of the Corporation as a supporting Corporation operated, supervised and controlled by the Corporation shall be adopted by the Board of Directors without the approval of the committee consisting of the officers of the Corporation acting in their official capacities.

Adopted this (date) (month), (year), at a regular meeting of James Island Pride of the Town of James Island.

Secretary