



BY- LAWS:
UPTOWN GREENWOOD LOCAL DEVELOPMENT CORPORATION
CITY OF GREENWOOD, SC: MARCH 2016

ARTICLE I

Section 1. Name. The name of the nonprofit Corporation is Uptown Greenwood Local Development Corporation, herein referred to as “Uptown Greenwood.”

Section 2. Location. The area comprising “Uptown Greenwood” and the area in which the Corporation shall carry out its purposes is situated in the City of Greenwood, South Carolina, and is bounded on the North by the main line of the Seaboard Coastline Railroad, on the East by Seaboard- Pressley Street connector and Phoenix Street, on the South by Harvey and Washington Streets, and on the West by Edgefield Street.

Section 3. Principal Office. The principal office of the Corporation shall be located at 120 Main Street, Greenwood, South Carolina 29646.

ARTICLE II

The general purpose of the corporation shall be to further economic development in the central business district of the City of Greenwood, South Carolina, through promoting and assisting the growth of business concerns, including small business concerns, and thereby to benefit the community by fostering increased employment opportunities and expansion of business and industry for the citizens of the City of Greenwood, and also thereby to lessen the burdens of Government and combat community deterioration. In order to fulfill this purpose, the corporation shall have the powers set forth in the SC Nonprofit Corporation Act of 1994, as amended, and shall observe all local, state, and Federal laws which apply to a nonprofit organization as defined in the Section 501(c)(3) of the Internal Revenue Code, and also all of the following:

- a. To enter into, make and perform contracts of every kind and description.
- b. To borrow or raise monies for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and the interest thereon by mortgage upon or pledge, conveyance or assignment in the trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.
- c. To lend to any person, firm or corporation any of its funds, either with or without security.



- d. To promote and assist the growth and development of small business concerns and others, and to hire, engage, retain and compensate persons to manage and direct such activities.
- e. To have one or more officers to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description.
- f. To manage, acquire, construct, convey or expand plant or business facilities or any personal property, as well as land, for lease or sale.

ARTICLE III

Section 1. Members. All persons who are real property owners, tenants, employers, and self-employed persons within the area comprising “Uptown Greenwood”, as defined herein, and who support and desire to further the purposes of the Corporation, are eligible to be members. Members with employees may delegate an employee to serve as a representative of their organization.

Section 2. Meetings.

- a. **Member:** The annual meeting for Uptown Greenwood members shall be held on the first Wednesday of October, in each year, if not a legal holiday (and if a legal holiday then on the next succeeding day not a legal holiday). At the annual meeting the Uptown Greenwood Board of Directors shall report on the activities and financial condition of the corporation, and the members will elect officers and directors as needed.
- b. **Board:** Regular meetings of the Board of Directors shall be held quarterly on the second Wednesday.
- c. **Special:** Special meetings of the Board of Directors or members for any purpose or purposes shall be called by the Secretary of the Corporation at the request of the President or at the request of a majority of the Directors.
- d. Whenever Directors are present and consent either orally or by taking part in the deliberations at such meeting without objection, the meeting shall be as valid as if it had been regularly called and noticed. Minutes of said meeting must be recorded and filed by the Secretary.
- e. Meeting minutes must be recorded and filed by the Secretary, or in the absence of the Secretary, a Director as appointed by the President.

Section 3. Place of Meeting. Meetings will be held at the principal office of the corporation. If necessary, the board may designate any place within the City of Greenwood, South Carolina, as an alternate meeting place. Any special meeting shall be held at such location within the City of Greenwood, South Carolina, as shall be designated by the authority calling the special meeting.



Section 4. Notice of Meetings.

- a. Notice of each meeting of the members shall be in writing; such notice shall state the time, date and location where meeting is to be held. A copy of notice shall be served, either personally, by email, or by mail upon each member of record entitled to vote at such meeting. Notice shall be served no fewer than ten (10) days before the meeting date.
- b. The Secretary or Treasurer of the Corporation shall give notice of all special meetings of the directors by delivering a notice to each director in person not later than one (1) day prior to the meeting. Any Director not so personally notified, shall receive email notification of such meeting at least one (1) day prior to the meeting.

Section 5. List of Members. The Board of Directors may prescribe a period not to exceed thirty (30) days prior to any meeting of the members during which no transfer of membership on the books of the Corporation may be made. The Board of Directors may fix a day not to exceed thirty (30) days prior to the holding of any meeting of the members as the day as of which members are entitled to notice of and to vote at such meeting. Immediately following the day so fixed by the Board of Directors, and at least ten (10) days before each meeting of members, the Secretary shall prepare and certify a complete list of the names and addresses of all members entitled to vote at such meeting, arranged in alphabetical order. Such list shall be produced and kept at the time and place of such meeting and at the registered office and shall be subject to inspection by any member during regular business hours.

Section 6. Quorum.

- a. **Member Meetings:** At any meeting of the members, ten percent (10%) of the membership entitled to vote at such meeting, being present in person or represented by proxy, shall constitute a quorum for all purposes, including the election of directors or officers.
- b. **Board of Director Meetings:** A majority of the Board of Directors (Four (4) Directors), shall be necessary to constitute a quorum for the transaction of business during a Board meeting.
- c. At an executive committee meeting, two Directors shall be necessary to constitute a quorum for the transaction of business. The executive committee consists of the President, Vice President and Treasurer

Section 7. Organization. The President, and in his absence, the Vice-President, and in the absence of both the President and the Vice-President, a chairman chosen by the members present, shall preside at each meeting and shall act as chairman thereof. The Secretary, and in his absence, a Secretary pro tem, chosen by the members present, shall act as Secretary.

Section 8. Voting.

- a. **Member Meetings:** At each member meeting each member shall be entitled to one (1) vote in person, or by proxy held by some person present at such meeting. If a quorum is present, a



majority vote is considered an act of the full membership. All voting to take place in a meeting, shall be voice vote unless a vote by ballot is requested in writing by at least one (1) member.

- b. **Ballot Voting:** If the votes are to be cast by ballot, electronic or paper, the Chairman of such meeting of the members shall appoint two (2) persons, who are not Directors, to act as Inspectors of Election to receive and canvas the votes cast at such meeting and certify results to the Chairman. Each Inspector, before entering upon the discharge of his duties, shall take the following oath "I agree to execute the duties of Inspector with strict impartiality and according to the best of my ability." The Inspectors shall take charge of the polls, and after the balloting, shall make and file a written certificate of the result of the votes cast at the meeting, within 3 days.
- c. Any action that may be taken at any regular, annual, or special meeting of members may be taken without a meeting via electronic ballot, except votes on financial matters. Board members must strictly vote in person at a regular or special called meeting concerning financial matters.

Section 9. Proxies. Every proxy must be in writing, signed by the member himself, or by his duly authorized attorney, or by his legal representative, and must be filed with the Secretary of the Corporation at or before the roll call at the meeting at which the same is to be used, and unless so signed and filed, it cannot be used at such meeting. Any proxy may be revoked at the pleasure of the person executing it, by a writing similarly signed and filed or by attending and voting in person.

Section 10. Minutes. Secretary shall keep minutes of acts and proceedings of all meetings.

Section 11. Adjournment. If, at any meeting of the members or Directors, a quorum shall fail to attend at the time and place for which such meeting was called, or if the business of such meeting shall not be completed, the members present or represented by proxy, may, after the expiration of thirty (30) minutes, by a majority vote, adjourn the meeting from day to day, or from time to time, not exceeding ninety (90) days from such adjournment and the reasons therefore shall be recorded in the minutes. At any such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called.

ARTICLE IV: DIRECTORS

Section 1. General Powers. The corporate powers and property of the Corporation shall be exercised, conducted and controlled by the Board of Directors.

Section 2. Eligibility. Directors shall be a member of current standing, and shall be capable of acting on behalf of the best interests of the corporation.

Section 3. Election and Term of Office. There shall be seven (7) Directors. They shall be elected by the members at the annual meeting held in October, by a plurality of the votes cast at such election. Potential Directors will be selected by a nominating committee comprised of current Directors as appointed by the



Board President. The term of office of each Director shall be two (2) years, and shall begin on January 1st and end December 31st of the second year. Each Director may serve a maximum of three (3) consecutive two-year terms, a maximum consecutive service of six (6) years. After the third term, Directors may sit out one full term before being elected again to serve on the board. If it shall happen at any time, that an election of Directors shall not be held during the annual meeting, such election may be held on any other day, at a special meeting of the members called and held for that purpose. Directors may also be elected via electronic ballot. Uptown members can nominate individuals for office on the ballot by “write in”, but the ballot will not be resent out to members for election with these “write in” nominees.

Section 4. Removal. A Director may be removed by a majority vote of the Directors then in office, if said Director has three (3) or more unexcused absences from meetings, or is believed to be incapable of serving in good faith with care and prudence in matters affecting the best interest of Uptown Greenwood.

Section 5. Vacancies. If the office of any Director of the Board becomes vacant by reason of death, resignation, retirement, disqualification or removal from office or inability to act, the Board of Directors may, in every such case, choose a successor for such a Director who shall hold office for such term as may be prescribed by the Board of Directors, but no longer than the period of time until the next annual meeting of members, where a Director can be elected to serve the remainder of the term.

Section 6. Committees. The Board of Directors may create or dissolve one or more committees of the board and appoint members of the board to serve on them. Each committee shall have two (2) or more directors who serve at the pleasure of the board.

Section 7. Rules and Regulations. The Board of Directors shall supervise all officers, agents, and factors and see that their duties are properly performed. The Board will apply the current City of Greenwood policy for the conduct of their meetings, and may adopt such rules and regulations for the guidance of the officers and the management of the affairs of the Corporation as they deem proper, not inconsistent with law, or Corporation By-laws, and may, from time to time, determine the order of business at their meetings.

Section 8. Powers of the Board. In addition to the power and authority conferred upon them by law, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law prohibited or limited, and which are not required or directed to be exercised or done by the members or by their consent and authority first specifically given and evidenced in writing.



ARTICLE V: OFFICERS

Section 1. Executive Officers. The executive officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer. The same individual may simultaneously hold both the offices of Secretary and Treasurer.

Section 2. Election of Officers. President, Vice-President, Secretary and Treasurer shall be chosen by the nominating committee and elected by the members at the annual meeting held in October. The term of office of each office shall be two (2) years and shall begin on January 1st and end December 31st of the second year. If an election shall not be held during the annual meeting, such election may be held on any other day, at a special meeting of the members called and held for that purpose. Directors may also be elected via electronic ballot. Uptown members can nominate individuals for office on the ballot by “write in”, but the ballot will not be resent out to members for election with these “write in” nominees.

Section 3. Subordinate Officers and Employees. The Board of Directors may appoint such other officers, agents and factors as it may deem necessary, who shall have such authority and shall perform such duties, as, from time to time, may be prescribed by the Board.

Section 4. Removal. Any executive officer may be removed at any time prior to the expiration of his term by affirmative vote of the majority of the Directors. Any vacancy occurring in any executive office shall be filled by the Board of Directors.

Section 5. Compensation. The Board of Directors may from time to time in its discretion fix or alter the compensation of any officer.

Section 6. The President. The President shall preside at all business meetings, and perform such duties as are usually incumbent upon that office, or as directed by resolution of the members of Uptown Greenwood or by the Board of Directors. In case of absence of the President, the Vice-President or person designated by the President shall exercise his/her functions.

Section 7. Vice-President. The Vice-President shall preside at all meetings in the absence of the President and serve as advisor to the chair of committees assigned by the President. Each Vice-President shall also perform such other duties and exercise such other powers as may from time to time be imposed upon or vested in him by resolution of the Board of Directors.

Section 8. Secretary. The Secretary shall be responsible for keeping a record of all meetings and proceedings.

Section 9. Treasurer. Per an Agreement with the City of Greenwood dated December 15, 1997 (attached) the City has the custodial responsibilities for the funds of Uptown Greenwood and acts in a



Treasurer capacity. As needed, the Board Treasurer shall confer with the City Clerk on financial matters that relate to the Board.

Section 10. Officers' Bonds. The Board of Directors may require any officer or officers to furnish the Corporation a bond in such sum and in form and with security satisfactory to the Board of Directors for the faithful performance of the duties of their offices and the restoration to the Corporation, in case of death, resignation or removal from office of such officer or officers, of all books, papers, vouchers, money and other property or whatever kind in their possession, belonging to the Corporation.

Section 11. Vacancies in Office. If the office of any executive of the Board becomes vacant by reason of death, resignation, retirement, disqualification or removal from office or inability to act, the Board of Directors may, in every such case, choose a successor for such an officer who shall hold office for such term as may be prescribed by the Board of Directors but no longer than the period of time until the next annual meeting of members, where an officer can be elected to serve the remainder of the term.

Section 12. Delegation of Powers. In case of the continued absence or inability to act of any officer of Uptown Greenwood during his term of office, or for any other reason which the Board of Directors may deem sufficient, the Board of Directors may delegate all or any part of the powers or duties of such officer to any other officer or to any director or agent of Uptown Greenwood, for the time being, provided a majority of the entire Board of Directors concurs therein.

ARTICLE VI: AGENTS AND ATTORNEYS

The Board of Directors may hire, engage or appoint such agents, attorneys and attorneys-in-fact of the Corporation as it may deem proper and may, by written power of attorney, authorize such agents attorneys, or attorneys-in-fact, to represent it and for it in its name, pace and stead, and for its use and benefit to transact any and all business which said corporation is authorized to transact or do by its Articles of Incorporation, and in its name, place and stead, and as it corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes and said corporations might or could do if it acted by and through its regularly elected and qualified officers.

ARTICLE VII: SEAL

The seal of the company shall be a disc containing the corporate name, but any sign, seal, mark, design or impression used or intended to be used by the authorized officer of the corporation as and for a seal, shall be the seal of the corporation.

ARTICLE VIII: MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January in each calendar year and shall terminate on last day of December of each calendar year.



Section 2. Payments—Advance—Checks—Drafts, etc. Per an Agreement with the City of Greenwood dated December 15, 1997 (attached), checks are issued by the City under and adhere to the Financial Policies and Procedures of the City.

Section 3. Indemnification of Directors and Officers. Every person who is or has been a Director or officer of the Corporation shall be indemnified by the Corporation against all expenses reasonably incurred by him in connection with any action, suit, or proceeding to which he may be a party defendant, or with which he may be threatened by reason of or growing out of or in relation to his being or having been a director or officer of the Corporation. The term “expenses” includes amounts paid in satisfaction of judgments or in settlements, other than amounts paid to the Corporation itself. The Corporation shall not, however, indemnify any Director or officer in relation to matters as to which he shall be adjudged liable for negligence or misconduct in the performance of his duties as such director or officer. Further, the Corporation shall not indemnify any director or officer in case of settlement unless such settlement shall be approved by a majority of the directors of the Corporation then in office other than those involved (regardless of whether or not such majority constitutes a quorum).

Section 4. Amendments. These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board or by a majority of the members present at any annual or special meeting of the membership, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or members in writing, at least (10) days before the meeting at which they are to be acted upon.