

# THE AWENDAW MUNICIPAL PARK FOUNDATION, INC.

## BYLAWS

### ARTICLE I

#### CORPORATE PURPOSES AND POWERS

##### **Section 1.1 CORPORATE PURPOSES.**

[The Awendaw Municipal Park Foundation Inc] (the "Corporation") is formed exclusively for benevolent and charitable purposes, to the extent such activities are permitted by an organization which is exempt from Federal income tax under The Purpose of the Corporation is to manage the programs, events, and facilities of the Awendaw Municipal Park.

Sections 501(c)(3) or 115 and not a private foundation under Section 509(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue laws) (collectively, the "Code"), and the treasury regulations promulgated thereunder, and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, including the making of distributions for benevolent, charitable, and educational purposes to organizations which are exempt from Federal income tax under Sections 501(c)(3) or 115 of the Code and the treasury regulations promulgated thereunder and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code. The Corporation shall be organized and operated for the benefit of, to perform the functions of, and to carry out the purposes of, the Awendaw Municipal Park and its affiliated entities, and such other nonprofit organizations organized and operated exclusively for charitable purposes as the Corporation's Board of Directors may from time to time determine (collectively, the "Supported Charities"). The Corporation shall support the Supported Charities by stimulating, receiving, and granting charitable gifts to advance the acquisition, development, and use of public parklands for the enjoyment, entertainment, and recreation of all the citizens, but particularly the citizens of Awendaw South Carolina.

The Corporation shall be operated, supervised, or controlled by or supervised or controlled in connection with the Town of Awendaw, the owner of the Awendaw Municipal Park.

## **Section 1.2 CORPORATE POWERS**

Solely in aid of the purposes of the Corporation, the Corporation shall have all the powers to perform all activities permitted nonprofit, nonstock corporations under the laws of this State, to the extent such activities are permitted by an organization which is exempt from Federal income tax under Section 501(c)(3) or 115 and not a private foundation under Section 509(a) of the Code, and the treasury regulations promulgated thereunder, and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, including the making of distributions for charitable, benevolent, educational, and scientific purposes to organizations which are exempt from Federal income tax under Section 501(c)(3) or 115 of the Code and the treasury regulations promulgated thereunder and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

## **ARTICLE II**

### **MEMBER**

#### **Section 2.1 MEMBER**

The sole member of the Corporation shall be the Town of Awendaw, a South Carolina governmental entity (referred to herein as "Awendaw" or the "Member"). It is intended that after the Awendaw Municipal Park Foundation is a full member foundation of the SC. 509 (a) tax code, then the Awendaw Municipal Park Foundation will be the Member.

## **Section 2.2 RESERVATION OF POWERS**

(a) Except as otherwise required by law, the articles of incorporation (the "Articles of Incorporation") or these Bylaws, all rights, powers and authority of the Corporation shall be vested solely in, and all the business and affairs of the Corporation shall be managed under the direction of, the Member, and no action of the Corporation may be taken without the approval of the Member, unless the right of such approval has been delegated in the manner prescribed in these Bylaws. All or any part of the authority and duty of the Member may be delegated to the Awendaw Municipal Park Board of Directors. Such delegation must be by provision of these Bylaws or by written resolution or approved motion of the Member which shall be valid until repeal of such Bylaws provision or rescission of such resolution by appropriate written resolution or approved motion of the Member.

(b) To the extent permitted by law, the members of the Board of Directors shall be relieved of liability for managerial acts or omissions imposed upon members of the Board of Directors by law to the extent that, and as long as, any discretionary powers of the Board of Directors in the management of corporate affairs are exercised by the Member pursuant to this Section 2.2 and the Articles of Incorporation.

## **Section 2.3 ANNUAL MEETINGS**

(a) An annual meeting of the Member for the appointment of Directors and Board Officers (as defined below) of the Corporation, the consideration of any reports, and the transaction of such other business as may be brought before the meeting, shall be held on such date and at such time and place as may be designated by the Member.

(b) If Directors and Board Officers of the Corporation are not appointed at the annual meeting, Directors and Board Officers of the Corporation may be appointed at any special meeting called and held for that purpose, and such individuals shall continue serving until such meeting has been held and his or her successor has been appointed, or he or she has been reappointed.

## **Section 2.4 PLACE OF MEETINGS**

(a) The annual and all other meetings of the Member shall be held at such places as may from time to time be designated by the Member.

(b) If another place has not been designated by the Member, all meetings of the Member shall be held at the Awendaw Town Hall.

## **Section 2.5 NOTICE OF MEETINGS**

(a) The Member shall furnish the Secretary with an address to which notices of meetings and other notices, or correspondence may be addressed. Notices of meetings of the Awendaw Municipal Park Foundation shall be provided to the Member in accordance with the State of South Carolina Nonprofit Corporation Act, as amended (the "Act").

(b) Except as otherwise required by the Act, or these Bylaws, no publication of any notice of any meeting of the Member shall be required.

(c) In addition to stating the date, time, and place of any special meeting of the Member, every notice of a special meeting of the Member shall state briefly the purpose specified by the person or persons calling such meeting.

## **Section 2.6 WAIVER OF NOTICE OF MEETING.**

The Member may, either before or after any meeting, waive any notice required to be given by law or under these Bylaws. The attendance of the Member at any meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver of such notice by the Member. Any waiver of notice, other than waiver by attendance described in this Section 2.6, must be in writing and filed with or entered upon the records of the Corporation.

## **Section 2.7 ACTION WITHOUT MEETING**

Any action that may be authorized or taken at a meeting of the Member may be taken without a meeting if authorized by a writing signed by the Member.

## **Section 2.8 VOTING BY CORPORATE REPRESENTATIVE**

The Member may exercise its right to vote at any meeting or to consent to any action without a meeting through its President and Chief Executive Officer, other Executive Officer, Chairperson or Vice-Chairperson, as designated by the board of trustees of the Member.

# **ARTICLE III**

## **BOARD OF DIRECTORS**

### **Section 3.1 FUNCTION OF BOARD OF DIRECTORS**

To the extent delegated by the Member as set forth in the Articles of Incorporation or these Bylaws, or as required by law, the business and affairs of the Corporation shall be managed under the direction of its Board of Directors. All powers of the Corporation so delegated may be exercised by or under authority of the Board of Directors except as expressly conferred on or reserved to the Member by statute, the Articles of incorporation, or these Bylaws. To the extent that any powers have not been delegated to the Board of Directors, the Board of Directors shall act in an advisory capacity to the Member. All powers vested in the Board of Directors shall be exercised by the Board of Directors acting as a board, and no individual Director shall have any power or authority to represent, act on behalf of or bind the Board of Directors or the Corporation unless such power or authority is expressly delegated by the Board of Directors in accordance with these Bylaws to carry out an action of the Board of Directors.

### **Section 3.2 NUMBER, APPOINTMENT AND TENURE OF DIRECTORS.**

The Corporation shall have a minimum of seven (5) and no greater than twelve (11) voting Directors, as determined from time to time by the Member. The Awendaw Municipal Park Foundation Board of Directors will include the Mayor of the Town of Awendaw and two appointees by Council. One appointee will be a sitting Council Member and one will be a staff member.

Awendaw Municipal Park Foundation Board Members will be appointed by the Awendaw Town Council either at the expiration of the Board Members term or upon a vacancy.

### **Section 3.3 ATTENDANCE.**

Directors are expected to attend all meetings of the Board of Directors and committees of which they are voting members when reasonably able to do so. If a Director fails to attend a majority of the regular and special meetings of the Board of Directors and meetings of the committees of which the Director is a voting member during that Director's term of office, the Secretary shall report such fact to the Board of Directors which shall take such fact into account when recommending the Director for reappointment.

### **Section 3.4 COMPENSATION.**

No member of the Board of Directors shall be entitled to any compensation for his or her services as a Director; provided, however, the foregoing shall not prohibit the Board of Directors as approved by the Member from reimbursing any Director for expenses actually and necessarily incurred related to the attendance at meetings and other functions of the Board of Directors.

### **Section 3.5 REGULAR MEETINGS OF THE DIRECTORS.**

The Corporation shall hold regular meetings of its Directors to transact any business within its powers at such times as shall be set by the Board of Directors but shall hold at least one (1) meeting each calendar year. Any business may be considered at a meeting without the purpose of the meeting having been

specified in the notice. The Board of Directors shall specify one (1) of such meetings as its annual meeting, for the purpose of recommendation of Board nominations, and recommendation or election of Board Officers, as appropriate, and other business as may properly be brought before such meeting. Failure to hold a regular or an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

### **Section 3.6 SPECIAL MEETINGS.**

Special meetings of the Board of Directors may be called at any time by: (i) the Member; (ii) the Chairperson of the Board of Directors; (iii) the Executive Director; or (iv) any four (4) Directors. A special meeting of the Board of Directors shall be held on such date and at such time and place as may be designated in the notice of the call of the meeting.

### **Section 3.7 SPECIAL ATTENDEES.**

Any member of the Awendaw Town Council shall have the right to attend any meeting of the Board of Directors of the Corporation and to address the Board of Directors at such meeting.

### **Section 3.8 NOTICE OF MEETING.**

The Secretary of the Corporation shall give written notice to each Director of each regular and special meetings of the Board of Directors (including the annual meeting). The notice shall state the date, time, and place of the meeting. Notice shall be deemed given to a Director when it is delivered personally to him or her, left at his or her residence or usual place of business, or sent by telegraph, telecopy, or electronic mail, at least three (3) days before the meeting or, in the alternative, when it is mailed to his or her address as it shall appear on the records of the Corporation, at least five (5) days before the meeting. Unless these Bylaws or a resolution of the Board of Directors provide otherwise, the notice need not state the business to be transacted at or the purposes of any regular or special meeting of the Board of Directors. Any Director may waive notice of the time and place of any meeting of the Board of Directors, either before or after the meeting is held. The attendance of any Director at any meeting without protesting, prior to or at the commencement of

the meeting, the lack of proper notice shall be deemed to be a waiver by him or her of notice of such meeting.

### **Section 3.9 QUORUM AND ACTION BY DIRECTORS.**

Unless a greater number of Directors is required by statute, the Articles of Incorporation or these Bylaws, the presence of a majority of the Directors, or a majority of the voting members of a committee, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors or such committee. Unless a greater vote is required by statute, the Articles of Incorporation or these Bylaws, the action of a majority of the Directors or committee members present at a meeting at which a quorum exists shall constitute action of the Board of Directors or the committee. A committee, however, may make recommendations and reports to the Board of Directors without a quorum being present. In the absence of a quorum at any meeting of the Board of Directors, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. Any action required or permitted to be taken at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each Director or committee member and filed with or entered upon the records of the Corporation.

### **Section 3.10 MEETINGS.**

(a) Meetings of the Board of Directors, or a committee thereof, may be held at any place within or without the State of South Carolina. If no designation is made, the place of meeting shall be the principal office of the Corporation in the State of South Carolina.

(b) Notwithstanding anything to the contrary contained herein, any meeting of the Board of Directors, or a committee thereof, may be held through any electronic communication pursuant to which each person is able to hear every other person participating in the meeting or in any other manner permitted



under the Act, and such participation shall constitute attendance at such meeting.

### **Section 3.11 DELEGATED POWERS.**

Subject to Section 2.2 of these Bylaws, the following powers, authorities and duties hereby are delegated to the Board of Directors: to receive recommendations and reports from all standing and special committees of the Corporation, review and discuss such recommendations and reports, and, in those areas in which the Member has not delegated to the Board the power to make final decisions, make recommendations to the Member concerning the matters encompassed by or involved with such recommendations and reports.

## **ARTICLE IV COMMITTEES**

The Board may from time to time establish ad hoc or special committees (each, an "Ad Hoc Committee," and collectively, the "Ad Hoc Committees") of the Board as the Board may deem advisable to examine or address a specific issue or matter, and the members, terms, existence, and authority of such Ad Hoc Committees with respect to such matters shall be as set forth in the

resolutions establishing the same; provided, however, no such Ad Hoc Committee may exercise any power of the Board except as expressly delegated to such committee. All members of any Ad Hoc Committee shall be Directors if the Board desires to delegate authority to such Ad Hoc Committee.

To the extent not delegated to a committee, the work of the Board shall be accomplished by the Board functioning as a committee of the whole. Except as otherwise required by the Act, the members and chairs of all committees shall be appointed by the President of the Corporation (as defined in Section 5.4) and approved by the Board and shall serve for a term not to exceed two (2) years or until their successors are duly appointed but shall be subject to removal at any time by the Board. Both Directors and non-Directors shall be eligible to serve on all Ad Hoc Committees of the Corporation, as permitted by law. Ad Hoc Committees shall meet at least as often as prescribed in the resolution establishing the committee. Meetings of each Ad Hoc Committee, if any, may

be called and held subject to the same requirements with respect to time, place, and notice as are specified in Sections 3.6 and 3.8 of these Bylaws for special meetings of the Board. All committees shall be subject to the reservation of powers and authorities in the Member pursuant to the Articles of Incorporation and these Bylaws and shall maintain written records summarizing their proceedings and shall report their activities regularly to the Board.

## **ARTICLE V**

### **OFFICERS**

#### **Section 5.1 CORPORATE OFFICERS.**

The Corporation shall have a Chairperson of the Board of Directors, a Vice-Chairperson of the Board of Directors, a Secretary and a Treasure (the "Board Officers"). The Board of Directors has the option of hiring an Executive Director who will work for the Board of Directors.

A person may hold more than one (1) office.

#### **Section 5.2 CHAIRPERSON OF THE BOARD OF DIRECTORS.**

The Board of Directors shall have a Chairperson, who shall be a Director selected by the Board of Directors from among their ranks and approved by the Member. The Chairperson shall be a Director selected by the Board of Directors from among their ranks and approved by the Member. The Chairperson shall preside at all meetings of the Board. The Chairperson shall be entitled to attend and participate in, without a vote, the meetings of all committees of which the Chairperson is not otherwise a member.

#### **Section 5.3 VICE-CHAIRPERSON OF THE BOARD OF DIRECTORS.**

The Board of Directors shall have a Vice-Chairperson who shall be a Director, as selected and appointed by the Board of Directors from among their ranks and approved by the Charleston County Park and Recreation Commission. The Vice-Chairperson shall preside at meetings of the Board of Directors in the

absence of the Chairperson and shall have the right to attend and participate in (without vote) any committee meetings for committees of the Corporation of which the Vice-Chairperson is not otherwise a member. The Vice-Chairperson shall have only such duties as are from time to time assigned by the Board of Directors and are approved by the Member; provided, however, the Vice-Chairperson shall have no executive authority or responsibility with respect to the operations of the Corporation.

**Section 5.4 Executive Director.** If there is an Executive Director hired by the Board of Directors, the Executive Director shall be the chief executive officer of the Corporation.

The Executive Director shall also have the following duties and responsibilities: (i) general charge and supervision of the day-to-day affairs of the Corporation; (ii) authority to sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation; and (iii) in general, shall perform all duties incident to the powers granted above.

The Board of Directors may also from time to time assign the Executive Director additional duties which are in furtherance of the powers and responsibilities of the Board of Directors as specifically set forth in Section 3.1 of these Bylaws.

The Executive Director shall prepare reports for the Board of Directors and Member on all phases of the business of the Corporation, execute and deliver all documents in order to effectuate the action and policies of the Board of Directors, and shall keep the Board of Directors advised of activities and concerns of the Corporation.

The Executive Director shall carry out the policies and programs of the Board of Directors and the policies and programs of the CCPRC as they relate to the Corporation. The Executive Director shall report directly to Awendaw Municipal Park Foundation Board of Directors.

The Executive Directors shall be evaluated periodically by the Chairperson of the Board of Directors with input from the remainder of the Board of Directors,

### **Section 5.5 SECRETARY.**

The Secretary shall be appointed by the Executive Director and approved by the Member. The Secretary shall have the following duties and responsibilities: (i) keep the minutes of the meetings of the Board of Directors in books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; (iii) be custodian of the records of the Corporation; (iv) see that the corporate seal is affixed where such document is required to be under its seal and, when so affixed, may attest the same; and (v) in general, perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to him or her by the Executive Director.

### **Section 5.6 TREASURER.**

The Treasurer shall be elected by the Board of Directors. The Treasurer, who need not be a Director, shall have the following duties and responsibilities: (i) have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation; (ii) deposit, or cause to be deposited, in the name of the Corporation, all monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; (iii) render to the Executive Director and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation; and (iv) in general, perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to him or her by the Executive Director.

### **Section 5.7 SUBORDINATE OFFICERS.**

The Corporation may have such subordinate officers as determined and appointed by the Executive Director of the Awendaw Municipal Park Foundation with Board of Director approval.

### **Section 5.8 RESIGNATION AND REMOVAL OF OFFICERS.**

Any Board Officer of the Corporation may resign at any time by giving written notice to the Board of Directors, the Chairperson of the Board of Directors, the Executive Director or the Secretary. Any Board Officer may be removed by the Member. Unless otherwise specified therein, a resignation shall become effective upon delivery. The acceptance of such resignation shall not be necessary to make it effective unless so specified in the resignation.

**ARTICLE VI**  
**GENERAL PROVISIONS**

**Section 6.1 CHECKS, DRAFTS, ETC.**

All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by the Member or Executive Director of the CCPRC, be signed by the Executive Director, and countersigned by the Treasurer or the Secretary, or other such officers as may be expressly authorized by the Member to do so.

**Section 6.2 ANNUAL STATEMENT OF AFFAIRS.**

There shall be prepared annually a full and correct statement of the affairs of the Corporation, to include a balance sheet and a financial statement of operations for the preceding fiscal year, and any other documents requested by the Member. The statement of affairs shall be submitted to the Member and the Board of Directors at such time as shall be determined by the Member, and a copy shall be placed on file at the Corporation's principal office and with the Member. Such statement shall be prepared or caused to be prepared by the Executive Director.

**Section 6.3 INDEMNIFICATION AND ADVANCEMENT OF EXPENSES.**

The Corporation shall, to the fullest extent permitted by Sections 33-31-850 through 33-31-858 of the South Carolina Code of Laws of 1976, as amended, indemnify and advance expenses to its current and former Directors, officers, and employees, and each individual who shall have served at the direction or request of the Corporation as a Director, director, officer, executive director, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture, affiliate, or other entity or enterprise, including any employee benefit plan.

#### **Section 6.4 AUXILIARY AND ASSOCIATED ORGANIZATIONS.**

The Board of Directors may authorize the formation of auxiliary and associated organizations to assist in the fulfillment of the purposes of the Corporation. Each such organization shall establish its bylaws, rules and regulations and make amendments thereto, which shall be subject to approval by the Board of Directors and which shall not be inconsistent with these Bylaws or the standing rules of the Board of Directors.

#### **Section 6.5 BOOKS AND RECORDS.**

The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board of Directors and of any committees when exercising any of the powers of the Board of Directors. The books and records of the Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form as determined by the Executive Director but may be maintained in the form of a reproduction.

#### **Section 6.6 BONDS.**

The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his or her other duties, with one (1) or more sureties and in such amount as may be satisfactory to the Board of Directors. The Board of Directors may authorize payment for the bond if they so desire.

#### **Section 6.7 VOTING UPON SHARES IN OTHER CORPORATIONS.**

Stock or ownership of other corporations, associations, or organizations held for investment or other similar purposes, registered in the name of the Corporation, may be voted or exercised by the Executive Director, or a proxy appointed by him or her.

#### **Section 6.8 EXECUTION OF DOCUMENTS.**

A person who holds more than one (1) office in the Corporation may not act in more than one (1) capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one (1) officer.

## **Section 6.9 CONFLICT OF INTEREST.**

The Directors, members of committees or subcommittees with Board of Directors-delegated powers ("Committee Members"), and officers of the Corporation shall exercise the utmost good faith in all transactions touching upon their duties to the Corporation and its property. In their dealings with and on behalf of the Corporation, they are held to a strict rule of honest and sincere dealing between themselves and the Corporation. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the Corporation's interest and that of the individual. Directors should avoid where possible transactions that would or could create a conflict of interest situation.

### **(a) Definitions.**

For purposes of this policy set forth in this Section 6.9, a person shall be deemed to have a "financial interest" if the person has, directly or indirectly, through business, investment or family:

- (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement.
- (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration and gifts or favors which are substantial in nature. Examples of such financial interests include, but are not limited to, a person who is the party (or one of the parties) contracting or dealing with, or in the same or related business as, the Corporation or any of its subsidiaries, or is a director, trustee or officer of, or general partner of, or has a material financial or influential interest in, the entity contracting or dealing with, or in the same or related business as, the Corporation or any of its subsidiaries. For purposes of this conflict-of-interest policy, relationships and dealings of the Corporation with corporations, partnerships, joint ventures, or other entities owned, controlled or managed by the Corporation shall not constitute a "financial interest" or conflict of interest under this policy.

(b) Full Disclosure. Any Director, Committee Member or officer having a financial interest shall make a prompt, full and frank disclosure of his or her financial interest to the Executive Director and the Board of Directors (in the case of Directors and officers) or committee at the first meeting of the Board of Directors or committee in each year or prior to its acting on such transaction or arrangement. Such disclosure shall include any relevant and material facts known to such person which might reasonably be construed to be adverse to or potentially adverse to the Corporation's interest.

(c) Standards and Procedures. A financial interest is not necessarily a conflict of interest. The Board of Directors (in the case of disclosures by Directors or officers) or committee to which such disclosure is made shall determine, as hereinafter provided, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist.

(d) The Board of Directors or committee may request the person to provide factual information regarding the potential or actual conflict of interest and the proposed transaction or arrangement.

(e) The interested person shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon.

A majority of the remaining Board or Committee Members shall decide if a conflict of interest exists.

(e) If a conflict of interest is deemed to exist, an interested person may make a presentation at the Board or committee meeting, but after such presentation, that interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

(f) If deemed appropriate, the Board of Directors or committee may appoint a non-interested person or committee or subcommittee, respectively, to investigate alternatives to the proposed transaction or arrangement.

(g) At any meeting of the Board of Directors where the transaction or arrangement is under discussion or is being voted upon, a quorum is present if a majority of Directors who have no direct or indirect personal



interest in the transaction or arrangement participate in the vote held to authorize, approve or ratify the transaction or arrangement.

(h) In order to approve the transaction or arrangement, the Board of Directors or committee must first find, by a majority vote without counting the vote of an interested Director, that

- a. proposed transaction or arrangement is in the Corporation's best interest and for its own benefit;
- b. the proposed transaction or arrangement is fair and reasonable to the Corporation; and
- c. after exercising due diligence, the Board of Directors has determined that the Corporation cannot obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances.

(i) The minutes of the meetings of the Board of Directors or committee shall include:

- a. the names of the persons who disclosed financial interests, the nature of the financial interests and whether the Board of Directors or committee determined there was a conflict of interest; and
- b. the names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of those discussions, including any alternatives to the proposed transaction or arrangement; and a record of the vote (including any roll call, and, where applicable, the abstention from voting and participation, and that a quorum was present.

(j) The Secretary of the Corporation shall keep minutes of the discussions and deliberations as part of the minutes of the Corporation.

(k) Regular Annual Statements. The Directors, Committee Members and officers shall complete and execute annual statements that each of them received a copy of this conflict of interest policy;

(1) has read and understands the policy.

(2) agrees to comply with the policy (including, to the best of each of their knowledge, fully disclosing existing and potential conflicts of interest).

(3) understands that the policy applies to all committees and subcommittees having Board of Directors-delegated powers;

(4) understands that the Corporation is a charitable organization and that to maintain its tax-exempt status, it must continuously engage primarily in activities which accomplish one (1) or more of its tax-exempt purposes; and

(5) will use his or her best efforts to avoid situations which would create an actual or potential conflict of interest situation.

(l) Compensation Determinations. In the case of any committee charged with determining compensation, such committee shall follow these additional guidelines:

## **ARTICLE VII**

### **DISSOLUTION**

#### **Section 7.1 Dissolution.**

Dissolution of the Corporation must be approved by the Member. The plan of dissolution shall indicate to whom the assets owned or held by the Corporation will be distributed after all creditors have been paid.

#### **Section 7.2**

The Awendaw Municipal Park Foundation can be dissolved with a 2/3 super majority vote of the Awendaw City Council for any reason.

If the Awendaw Municipal Park Foundation dissolves, no assets may be transferred or conveyed by the Corporation as part of the dissolution process until twenty (20) days after it has given the written notice required by Section 7.3 to the South Carolina Attorney General (the "Attorney General") or until the Attorney General has consented in writing to the dissolution, or indicated in writing that he will take no action in respect to the transfer or conveyance, whichever is earlier.

When all or substantially all of the assets of the Corporation have been transferred or conveyed following approval of dissolution, the Member shall deliver to the Attorney General a list showing those, other than creditors, to whom the assets were transferred or conveyed. The list shall indicate the addresses of each person, other than creditors, who received assets and indicate what assets each received.

### **Section 7.3**

Notice to Attorney General. The Corporation must give written notice to the Attorney General at least twenty (20) days before it sells, leases, exchanges, or otherwise disposes of all, or substantially all, of its property if the transaction is not in the usual and regular course of its activities unless the Attorney General has given the Corporation a written waiver of such notice.

The Corporation shall give the Attorney General written notice that it intends to dissolve at or before the time it delivers articles of dissolution to the Secretary of State. The notice shall include a copy or summary of the plan of dissolution.

## **ARTICLE VIII**

### **GENERAL**

### **Section 8.1**

FISCAL YEAR. The fiscal year of the Corporation shall end on such date as determined by the Member.

### **Section 8.2**

AMENDMENTS. These Bylaws may be amended at any time by the Member.

APPROVED and ENACTED by the Awendaw Municipal Park Foundation  
this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

SIGNED and SEALED by:

Witness

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Board Chair,

Awendaw Municipal Park Foundation

Witness

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