

RICHLAND COUNTY

STRATEGIC PLANNING AD HOC COMMITTEE

AGENDA



TUESDAY OCTOBER 22, 2024

3:00 PM

COUNCIL CHAMBERS

Richland County Council 2024



Deirrek Pugh
District 2
Vice Chair



Jason Branham
District 1



Jessica Mackey
District 9
Chair



Overture E. Walker
District 8



Gretchen D. Barron
District 7



Yvonne McBride
District 3



Chakisse Newton
District 11



Paul Livingston
District 4



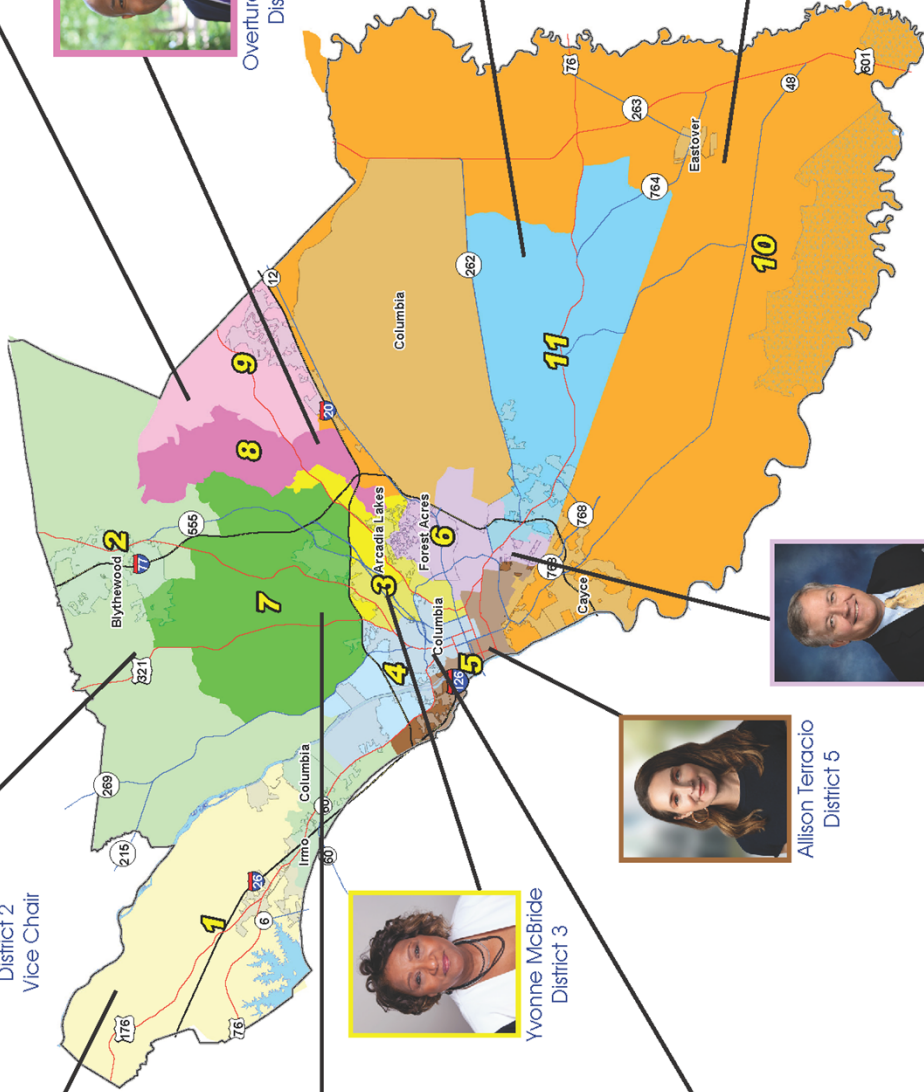
Allison Terracio
District 5



Don Weaver
District 6



Cheryl D. English
District 10





**Richland County
Strategic Planning Ad Hoc Committee**

AGENDA

October 22, 2024 03:00 PM
2020 Hampton Street, Columbia, SC 29204

The Honorable Paul Livingston	The Honorable Jesica Mackey, Chair	The Honorable Chakisse Newton
County Council District 4	County Council District 9	County Council District 11

1. **Call to Order** The Honorable Jesica Mackey, Chair

2. **Approval of Minutes** The Honorable Jesica Mackey
 - a. September 24, 2024 [\[Pages 5-7\]](#)

3. **Adoption of Agenda** The Honorable Jesica Mackey

4. **Items for Discussion/Action** The Honorable Jesica Mackey
 - a. Public Private Partnership Update

 - b. A Resolution authorizing the formation of a public-private partnership for economic development; approving the bylaws governing the business and activities of the public-private partnership; and other related matters [\[Pages 8-23\]](#)

5. **Adjournment** The Honorable Jesica Mackey



Special Accommodations and Interpreter Services Citizens may be present during any of the County's meetings. If requested, the agenda and backup materials will be made available in alternative formats to persons with a disability, as required by Section 202 of the Americans with Disabilities Act of 1990 (42 U.S.C. Sec. 12132), as amended and the federal rules and regulations adopted in implementation thereof. Any person who requires a disability-related modification or accommodation, including auxiliary aids or services, in order to participate in the public meeting may request such modification, accommodation, aid or service by contacting the Clerk of Council's office either in person at 2020 Hampton Street, Columbia, SC, by telephone at (803) 576-2061, or TDD at 803-576-2045 no later than 24 hours prior to the scheduled meeting.



Richland County Council
Strategic Planning Ad Hoc Committee Meeting
MINUTES
September 24, 2024 - 3:00 PM
Council Chambers
2020 Hampton Street, Columbia, SC 29204

COUNCIL MEMBERS PRESENT: Jesica Mackey, Chair and Chakisse Newton

NOT PRESENT: Paul Livingston

OTHERS PRESENT: Allison Terracio, Derrek Pugh, Gretchen Barron, Patrick Wright, Ashiya Myers, Angela Weathersby, Lori Thomas, Michelle Onley, Kenny Bowen, Leonardo Brown, Maddison Wilkerson, Aric Jensen, Stacey Hamm, Jackie Hancock, Jennifer Wladischkin, and Tamar Black.

1. **CALL TO ORDER** – Chairwoman Jesica Mackey called the meeting to order at approximately 3:00 PM.
Ms. Mackey stated that Mr. Livingston had notified her he would not attend this evening’s meeting.
2. **APPROVAL OF MINUTES**
 - a. July 16, 2024 – Ms. Newton moved to approve the minutes as distributed, seconded by Ms. Mackey.
In Favor: Mackey and Newton
Not Present: Livingston
The vote in favor was unanimous.
3. **ADOPTION OF AGENDA** – Ms. Newton moved to adopt the agenda as published, seconded by Ms. Mackey.
In Favor: Mackey and Newton
Not Present: Livingston
The vote in favor was unanimous.
4. **ITEMS FOR DISCUSSION/ACTION**
 - a. Public-Private Partnership Update – Ms. Mackey noted, at the last committee meeting, we decided to organize a focus group to provide feedback regarding the establishment of the Public-Private Partnership (P3). The focus group comprised Council members, staff, and the Economic Development Department. The focus group looked at industry leaders and assembled a diverse group of individuals with whom we have had an opportunity to meet.

Mr. Ray Jones, Parker Poe, provided a brief overview to the committee.

TIMELINE:

- August-November 2024 – P3 Focus Group and Council Updates
- November 2024 – Council Approval
- December 2024 – P3 Launch Event
- January-June 2025 – Operational Transition
- July 2025 – P3 fully operational at the beginning of the fiscal year

P3 FOCUS GROUP:

- 5-7 Members
- Citizen Input
- Limited Duration
- Advice Only
- Chair & Staff Convene

P3 FOCUS GROUP – PARTICIPANTS

- Dr. Tracey Dunn, Benedict College
- Michael Edens, First Reliance Bank
- Damon Jeter, Jet Corp Consulting Group
- Lasenta Lewis-Ellis, LLE Construction Group
- Heather Mitchell, Boudreaux Group
- Maceo Nance, SC Dept. of Commerce
- Ted Pitts, Wilson Kibler
- Rick Shippey, Mark Anthony Brewing
- Kim Smith, Health Evolve

P3 FOCUS GROUP MEETINGS:

- 3 Meetings: August 6 & 23 and September 10
- Chair, County Attorney, and County Administrator
- Approximately 2 Hours each
- Excellent attendance and engagement
- Thoughtful discussion

P3 FOCUS GROUP – DISCUSSION TOPICS

- Defining Success
 - Relevant
 - Respected
 - Addressing Priorities
 - County-wide Impact
- Board Composition
 - 2 Council Members
 - 3 Council Appointees
 - 4 Private Sector
 - Co-Chairs (Council & Private Sector)
- Funding & Organization
 - County-funded; private sector support
 - Executive Director and employees work for P3
 - P3 Board accountable to Council
- Priorities
 - Staple Items
 - Workforce Development
 - Community Engagement
 - Foster Relationships
- Mistakes to Avoid
 - Scope Creep
 - Duplicative
 - Clarity of Mission
- Name & Brand
 - Include Geographic Marker
 - Should not have to explain it
 - Seek Assistance

P3 ROADMAP:

- October 1: Council Meeting
- October 8: P3 Focus Group Meeting
- October 22: Strategic Ad Hoc Planning Committee Meeting
- November 12: Council Meeting
- November 19: County Meeting to adopt P3 Resolution
- December: P3 Launch
- January – June 2025: Transition Operations

The County Attorney, Patrick Wright, reiterated that he thinks it is a good idea to have a public-private partnership if it is done the right way. There are benefits to it. In the past, we have been blessed with things working out without having one.

Ms. Newton inquired how the group was positioned with the focus group attendees. For example, was the question, “The County is about to do a P3; how should we do it?” or “The County is considering a P3. Do you think we should do it? And, if so, how should we do it?”

Mr. Jones responded, “The County is considering a P3, and we would like your input.” He noted that there was no opposition to the idea of a P3, and the focus group supported it unanimously.

Ms. Newton requested additional clarity on the P3’s method of accountability to Council.

Ms. Mackey stated it was understood that the P3 Board would be accountable to Council and look to Council to lead and guide them.

Mr. Jones further stated that the P3’s mission needs to be tied to what the County is trying to accomplish.

Ms. Newton asked if the focus group had insight into how they saw the County being able to play a different, unique, or more helpful role to the other organizations dedicated to workforce development.

Mr. Jones indicated that Dr. Tracey Dunn, Benedict College, was listening to Rick Shippey talk about his needs at Mark Anthony Brewing. In response, Dr. Dunn pointed out that if we were all talking, we could do more at Benedict to give Mark Anthony Brewing more of what it needs. We are talking about building a communication bridge directly from industry to higher education institutions.

Ms. Mackey expressed one of the takeaways was that Midlands Tech has a workforce program, but Benedict does not have that same program. The focus group identified some holes where it is not happening or could be happening better. There was also some talk about having the County be more proactive with communication with the higher education institutions about where we are going next in Economic Development.

5. **ADJOURNMENT** – Mr. Newton moved to adjourn the meeting, seconded by Ms. Mackey.

In Favor: Mackey and Newton

Not Present: Livingston

The vote in favor was unanimous.

The meeting adjourned at approximately 3:37 PM.

SOUTH CAROLINA)
)
RICHLAND COUNTY)

A RESOLUTION

AUTHORIZING THE FORMATION OF A PUBLIC PRIVATE PARTNERSHIP FOR ECONOMIC DEVELOPMENT; APPROVING THE BYLAWS GOVERNING THE BUSINESS AND ACTIVITIES OF THE PUBLIC PRIVATE PARTNERSHIP; AND OTHER RELATED MATTERS.

WHEREAS, Richland County, South Carolina (“County”), acting by and through its County Council (“County Council”) desires to encourage economic development within the County by enhancing the competitiveness of the County; and

WHEREAS, the County desires to form a nonprofit corporation to serve as a public-private economic development partnership (“Partnership”) funded both by the County and by private sector contributions, the purpose of which will be to assist the County with its economic development efforts and undertake certain economic development functions on behalf of the County and the business and affairs of which will be conducted by a board of directors which is comprised of County officials and community leaders in business, industry and higher education; and

WHEREAS, in accordance with the County’s Strategic Plan for Economic Development (“Plan”), the County previously adopted a resolution which authorized the County Administrator and the County’s Economic Development Department to undertake the further exploration of the creation of the Partnership;

WHEREAS, pursuant to such authority, the County Council Chair, County Administration, and the Economic Development Department has engaged the private sector by forming an advisory group (“P3 Focus Group”), consisting of members from the local industry, business, education and healthcare sectors, to meet, consider and make recommendations to the County regarding the Partnership;

WHEREAS, the P3 Focus Group made a recommendation to the County regarding the Partnership, corroborating the findings of the Plan regarding the expected benefits the Partnership would provide to the County’s economic development efforts and goals; and

WHEREAS, the County has determined to form the Partnership.

NOW, THEREFORE, BE IT RESOLVED by the County Council as follows:

Section 1. The creation of the Partnership is hereby authorized. The Partnership shall be organized as a South Carolina nonprofit corporation not later than December 31, 2024, and shall be governed by the Bylaws, the substantially final form of which are attached hereto as Exhibit A, with such modifications as may be approved by the County Council Chair prior to the final adopted of the Bylaws by the Board of Directors of the Partnership.

Section 2. The County Council authorizes and directs the County Administrator and the Director of Economic Development, or their respective delegees and staff acting at their direction, in consultation with the County Attorney and outside legal counsel, to undertake the transition of the operations of the County Economic Development Department to the Partnership by no later than July 1, 2025. County Administration and the Director of Economic Development are fully-authorized to make such determinations with respect to the day-to-day operations and employees of the Partnership as they deem necessary and desirable for the effective and efficient operations of the Partnership and the fulfillment of its mission as provided in the Bylaws.

Section 3. This Resolution is effective after its approval by the County Council.

RESOLVED: November _____, 2024.

RICHLAND COUNTY, SOUTH CAROLINA

Jesica Mackey, Chair,
Richland County Council

(SEAL)
ATTEST:

Anette A. Kirylo
Clerk to County Council

RICHLAND COUNTY ATTORNEY'S OFFICE

Approved As To LEGAL Form only.
No Opinion Rendered As To Content.

Exhibit A

Form of Bylaws of the Partnership

Bylaws of the [Richland County Economic Development Public-Private Partnership]

ARTICLE I NAME

The legal name of this organization is the Richland County Economic Development Public-Private Partnership (“Corporation”). At the election of the Board of Directors (“Board”), the Corporation may conduct business under a trade name.

ARTICLE II OFFICES

The principal office of the Corporation shall be located in the County of Richland, State of South Carolina. The Corporation may have such other offices, either within or without the State of South Carolina, as the Board may designate or as the business of the Corporation may require from time to time.

ARTICLE III ORGANIZATION

The Corporation is a nonprofit corporation (i) incorporated under the South Carolina Nonprofit Corporation Act of 1994, Chapter 31, Title 33 of the Code of Laws of South Carolina 1976, as amended, (“Nonprofit Act”) and (ii) established and operated in accordance with the provisions of 26 U.S.C. (“Internal Revenue Code”) Section 501(c)(3) and the regulations thereunder. The Corporation shall be an independent and autonomous organization. Its period of duration shall be perpetual unless terminated in accordance with Article XV, infra.

ARTICLE IV PURPOSES

The Corporation is organized and will operate exclusively for the charitable purpose of lessening the burdens of government for Richland County, South Carolina (the “County”) by (i) assisting the County to more efficiently and economically carry out its governmental function of promoting and enhancing the economic growth and development of the County for the benefit and welfare of the citizens of the County and (ii) becoming an integral part of the larger program of County government responsible for the economic development needs of the County. The objectives of the Corporation are to (i) encourage, enhance and foster economic development within the County; (ii) assist in the formulation, promotion and support of programs designed to encourage, enhance and foster economic development within the County in accordance with the strategic plan and initiatives of the County; and, (iii) engage in any and all lawful activities necessary or incident to the foregoing purposes including, but not limited to, the following activities:

- (a) To ensure that all County economic development programs are properly focused and directed to address all aspects of the County’s economic development needs;

- (b) To recruit and attract new business and industry to the County as well as assist in the retention, promotion and expansion of existing business and industry;
- (c) To develop and implement both short and long-range plans for community engagement, workforce development and retention, and forward-looking economic development marketing plans and strategies for the County;
- (d) To facilitate data collection and research;
- (e) To engage in incentive negotiations to induce capital investment and job creation within the County;
- (f) To promote or conduct infrastructure development within the County;
- (g) To secure funding for the economic development programs;
- (h) To set and implement an annual program of action, establish annual operating budgets, and oversee the collection and expenditure of all funds; and
- (i) To collaborate with and advise the Richland County Council with respect to all of the foregoing.

The Corporation is organized and operated exclusively for the aforesaid purposes, provided, however, that the Corporation will not engage in any activity that would jeopardize its status as an organization described under Section 501(c)(3) of the Internal Revenue Code and exempt from taxation under Section 501(a) of the Internal Revenue Code.

ARTICLE V FINANCES

Section 1. Receipt and Use of Funds. The Corporation may raise funds by collection and receipt of gifts of money and property, grants, contributions, donations, bequests, receipts and fees for services; provided, however, all such funds must be accepted by designated officers on behalf of the Corporation.

All funds collected and received by the Corporation, together with the income therefrom, shall be held, retained, managed, and conserved in funds and administered, used and applied by the Corporation in the sole discretion of the Board of Directors in accordance with the purposes described in Article IV of these Bylaws and the Corporation's Articles of Incorporation. The Board of Directors may accept revenues and properties which are qualified, limited or restricted in their use; provided, however, such qualifications, conditions, limitations or restrictions shall not conflict with the purposes of the Corporation as set forth in Article IV of these Bylaws and the Corporation's Articles of Incorporation. Unless otherwise specifically required, such restricted revenues and/or property may be mingled with other funds of the Corporation.

Section 2. Accounting, Books and Records. The Corporation shall maintain appropriate corporate and accounting records and shall have its accounts audited at the end of each fiscal year.

Section 3. Financial Reports. The Corporation shall maintain at its principal office its financial reports as of the end of the most recent fiscal year. These reports shall include, at a minimum, a balance sheet and a statement of operations of such year and be accompanied by the report of a certifying accountant. The Corporation shall present annually a report of its finances to the County.

Section 4. Corporate Records. The Corporation shall maintain at its principal office the following written corporate records: Articles of Incorporation and all amendments from time to time in effect; Bylaws and all amendments from time to time in effect; minutes of all Board meetings, Committee meetings and action taken without meetings for the prior three years; a current list of Directors and officers and their address of record; IRS Forms 990, 1023, and other such records as may be required by law.

ARTICLE VI BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors.

Section 2. Number, Tenure and Qualifications. The Board of Directors is comprised of nine (9) persons as follows:

- (a) The Chair of Richland County Council and the Chair of County Council's Economic Development Committee shall each serve *ex officio* with full voting privileges.
- (b) Three (3) members appointed by Richland County Chair and the Chair of County Council's Economic Development committing following receipt of recommendations from the County Council.
- (c) Four (4) members from the private sector, who are leaders in business and government and are residents of the County which shall be nominated and elected by the Board of Directors.

Each Director shall hold office for the term prescribed or until his earlier death, resignation, retirement, removal or disqualification. A Director is eligible to be re-appointed or re-elected for up to two additional terms on completion of a full term of service on the Board of Directors.

The Board of Directors (except those Directors serving *ex officio*) terms shall be staggered with two Director's terms expiring each year (except every third year in which three Director's terms shall expire). Therefore, the terms of the initial Directors of the Corporation are as follows: two shall serve a 3-year term, two shall serve a 2-year term, and three shall serve a 1-year term. The term of the successor Director for each initial Director (and each Director thereafter) shall be a full, 3-year term.

The incorporator named the initial Directors and identifies the Directors having the initial 3-year, 2-year and 1-year terms, respectively.

Section 3. Qualification. Each Director shall be an individual capable of and interested in serving the Corporation and committed to carrying out the Purposes of the Corporation.

Section 4. Compensation. A Director is not entitled to receive compensation for services as a member of the Board. A Director may be reimbursed for reasonable expenses incurred in their service as a member of the Board of Directors.

Section 5. Resignation. Any Director may resign at any time by delivering written notice to the Chairman of the Board (“Chair”) or the Secretary. A resignation is effective at the earlier of when notice is received, five (5) days after deposit in the US mail correctly addressed and with first class postage attached, or otherwise provided in the Nonprofit Act.

Section 6. Removal. Directors may be removed from office by a two-thirds vote of the body electing or appointing such Director.

Section 7. Vacancies. Any vacancy in a Director position shall be filled in the same manner as appointed or elected.

Section 8. Annual Meeting; Regular Meetings. The Board of Directors shall hold an annual meeting of the Board of Directors in July or at such other time as the Board of Directors may determine. The Board of Directors may meet as frequently as the Board of Directors may determine at its annual meeting but shall meet at least [once quarterly]. The Board of Directors shall set the time and place, either within or without the State of South Carolina, for the regular meetings of the Board at the annual meeting of the Board.

Section 9. Special Meetings. Special meetings of the Board of Directors may be held at any time and place upon the call of the Chair, the Executive Committee, or any three Directors.

Section 10. Notice. Notice of the time, date and place of any special meeting shall be given to the Board of Directors at least 24-hours previously thereto. Notice, which shall include the proposed agenda or subject of the meeting, may be communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication or by mail or private carrier or any other lawful means. A Director’s attendance at or participation in a meeting shall constitute a waiver of notice of such meeting, unless the Director at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning.

Section 11. Quorum. A majority of the Board of Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such a majority is present at a meeting, a majority of the Board of Directors present may adjourn the meeting from time to time without further notice.

Section 12. Manner of Acting. The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws.

Section 13. Informal Action of Directors. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is assented to by all members of the Board of Directors.

Section 14. Committees. The Chair may create one or more committees of the Board of Directors and appoint members of the Board of Directors to serve on them. Each committee must have two or more members. Between meetings of the Board of Directors and subject to such limitations as may be required by law, the Corporation's Articles of Incorporation, these Bylaws or imposed by resolution of the Board of Directors, such committees may exercise such authority of the Board of Directors in the management of the Corporation as may be delegated to such committee by the Board of Directors or these Bylaws.

Meetings of the committees may be held at any time on call of the chair or of any member of the committee. A majority of the members of any committee shall constitute a quorum for all meetings. Committees shall keep minutes of their proceedings and submit them to the next succeeding meeting of the Board of Directors for approval.

The Executive Committee shall be the only standing committees of the Board of Directors and it shall have the powers and authority as set forth below or as may be delegated to them from time to time. The Executive Committee shall consist of the following officers of the Corporation:

- (a) The Chair
- (b) The Vice Chairman of the Board ("Vice-Chair")
- (c) The Treasurer of the Board ("Treasurer")
- (d) The Secretary of the Board ("Secretary")

The Executive Committee shall have general supervision of the affairs of the Corporation between the meetings of the Board of Directors and may exercise the Corporation's power between such meetings, fix the hour and place of special meetings of the Board, make recommendations to the Board and perform such other duties as are specified in these Bylaws or determined by a vote of the Board. The Executive Committee shall be subject to the orders of the Board and none of its acts shall conflict with action taken by the Board.

Meetings of the Executive Committee shall be held as called by the Chair, but in no event less than monthly.

Section 15. Voting Rights, Attendance, Proxies. Consistent attendance at Board meetings is recognized as critical to the success of the Corporation and to the implementation of all policies and programs. To promote attendance, the following provisions are made:

- (a) All members of the Board, shall be permitted to cast their vote by extension of a written proxy to another Board member.
- (b) Any or all Directors may participate in a meeting of the Board or meeting of any committee through the use of conference telephone or any means of communication by which all Directors participating in the meeting may hear each other simultaneously

during the meeting, and participation by such means will constitute presence in person at that meeting.

ARTICLE VII OFFICERS AND STAFF

Section 1. Officers. The officers of the Corporation shall be the Chair, the Vice Chair, the Secretary, the Treasurer, a CEO/President of the Corporation (“CEO/President”) and such other officers as the Board may from time to time elect, to the extent provided or allowable by the laws of the State of South Carolina.

Section 2. Election and Term. The officers of the Corporation, except the CEO/President, shall be elected from the membership of the Board of Directors at the annual meeting of the Board of Directors of the Corporation to serve a one-year term commencing the day after the annual meeting of the Board at which such officer is elected and ending when his successor is elected and qualified or until his earlier death, resignation, retirement, removal, or disqualification. Officers may serve one or more additional terms. The office of Chair may be jointly held by two Board members

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed on a two-thirds vote; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Duties of Officers.

- (a) Chair. The Chair shall be the chief voluntary officer of the Corporation and shall preside at all meetings of the Board of Directors and Executive Committee. The Chair shall undertake only such action on behalf of the Corporation as authorized by the Board or these Bylaws. The Chair shall determine committee chairs and assist in the selection of committee personnel.
- (b) Vice Chair. The Vice Chair shall exercise the powers and authority and perform the duties of the Chair in the absence of or disability of the Chair. Any Vice Chair shall perform such other duties as from time to time may be assigned by the Chair.
- (c) Secretary. The Secretary shall cause to be kept a correct record of all the proceedings of the meetings of the Board of Directors. He shall attend to the giving of notices, oversee custody of the corporate seal and records, and affix the seal to all instruments required to be executed under seal as authorized by the Board of Directors. He shall perform such other duties as are incident to the office of Secretary, and shall have such other powers and duties as may be conferred upon him by the Board of Directors or these Bylaws.
- (d) Treasurer. The Treasurer shall have oversight of all moneys and securities belonging to the Corporation. He shall cause to be deposited said property with such banks as the Board of Directors shall designate and in the name of the Corporation as well as assume responsibility for the monitoring of receipts and disbursements of all funds by the Corporation. He shall cause quarterly financial reports to be submitted to the Board and cause an annual audit of finances to be conducted by a Certified Public Accountant.

The Treasurer shall perform such other duties as are incident to the office of Treasurer, and shall have such other powers and duties as may be conferred by the Board of Directors or these Bylaws.

Section 5. President/CEO. The President/CEO is selected by the Board of Directors [, following receipt of approval by County Council]. The President/CEO shall serve at the pleasure of the Board of Directors. The President/CEO shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors and the Executive Committee, shall in general supervise and control the day-to-day business and affairs of the Corporation in conformity with the Purposes as set forth in these Bylaws. The President/CEO may sign any deeds, mortgages, bonds, contracts or other instruments which the Executive Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President/CEO and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Compensation of the President/CEO. The President/CEO may be paid reasonable compensation for his duties as President/CEO, which compensation shall be determined by the Board or duly authorized committee as follows: (i) the Board or committee determining compensation shall be composed of persons who are unrelated to and not subject to the control of the President/CEO; (ii) the Board or committee determining compensation shall contemporaneously obtain and rely upon appropriate data as to the comparability of the compensation package; and (iii) there shall be adequate contemporary documentation for the basis of the Board's or committee's determination.

ARTICLE VIII CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. Except for trade credit obligations incurred in the ordinary course of business, no loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by the Chair or by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors, the Chair or the President/CEO may select.

ARTICLE IX INDEMNIFICATION

Section 1. Authority. The Corporation shall, to the fullest extent permitted by and in accordance with the Nonprofit Act, indemnify all persons whom it may indemnify pursuant thereto so long as such persons have conducted themselves in good faith and reasonably believed their conduct not to be opposed to the Corporation's best interests.

Section 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against liability asserted against or incurred by him in that capacity or arising from his status as such, whether or not the Corporation would have the power to indemnify him against the same liability the Nonprofit Act.

ARTICLE X AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws may be adopted by the vote of two-thirds of all members of the Board of Directors.

Any notice of a meeting at which these Bylaws are to be amended or repealed or new Bylaws adopted shall include notice of such proposed action.

The Board of Directors may authorize, amend or restate operating guidelines, plans, practices and/or procedures from time to time in order to effectively implement the purposes of the Corporation.

ARTICLE XI REGULATION

The regulation of the business and conduct of the affairs of the Corporation shall conform to federal and state income tax laws and any other applicable federal and state law, and such regulation shall be determined by these Bylaws, as they may be amended from time to time. In the interpretation of these Bylaws, wherever reference is made to the United States Code (U.S.C.), the Internal Revenue Code, the South Carolina Code or any other statute, or to any section thereof, such reference shall be construed to mean such Code, statute or section thereof, and the regulations thereunder, as the case may be, as heretofore or hereafter amended or supplemented or as superseded by laws covering equivalent subject matter.

ARTICLE XII SEAL

The Corporation may have a corporate seal as determined by the Board of Directors, including an inscription thereon of the name of the Corporation, the year of its incorporation, and the name of South Carolina pursuant to the laws of which the Corporation was organized.

ARTICLE XIII TAX EXEMPT STATUS

Section 1. Prohibitions. No part of any net earnings of the Corporation may accrue to the benefit of or be distributed to its members, directors, or other persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered to its employees, consultants and contractors and to make payments for services and supplies in furtherance of its purposes. The Corporation may not engage in activities concerned with propaganda or other attempts to influence legislation, and may not participate or intervene in political campaigns or activities on behalf of any candidates for public office. Notwithstanding any other provisions of the Bylaws, the Corporation may not carry on any other activities not permitted to be carried on by a corporation: (a) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; (b) exempt from taxation under state law, or (c) contributions to which are deductible under federal or state law.

Section 2. Dissolution. The Corporation may be dissolved and its business and affairs terminated upon a vote of two-thirds vote of all members of the Board of Directors at a meeting of which written notice mailed to each member of the Board of Directors is given. Such notice shall state the purpose of the proposed meeting. A certificate stating such facts shall be filed with the Secretary of State.

In the event of the dissolution of the Corporation, the Board, after paying or making provisions for the payment of all liabilities, must dispose of all assets of the Corporation exclusively for the purposes of the Corporation, as set forth in Article IV, in such a manner as the Board [, with the consent of County Council,] deems appropriate. This disposition may include disposition to any other organization(s) organized and operated exclusively for charitable purposes, which at the time be qualified as an exempt organization or organizations under Section 501(c)(3), and 170(c)(2) of the Internal Revenue Code or any similar provision of South Carolina law and any corresponding future United States Internal Revenue Code or South Carolina law. Any assets not so disposed must be disposed by the Court of Common Pleas of the County in which the principal office of the Corporation is located, exclusively for the Purposes stated in Article IV.

ARTICLE XVI FISCAL YEAR

The fiscal year of the Corporation is July 1 through June 30 of each calendar year unless otherwise determined by the Board of Directors.

ARTICLE XIV WAIVER OF NOTICE

Except as otherwise provided by law, whenever any notice is required to be given to any Director of the Corporation under the provisions of the South Carolina Code, or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, and delivered to the Corporation for inclusion or filing with the minutes or corporate records, shall be equivalent to the giving of such notice.

ARTICLE XV MISCELLANEOUS

Any male noun or pronoun that may appear in these Bylaws shall be understood to refer to persons of either sex.

ARTICLE XVI CONFLICT OF INTEREST

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the Corporation's tax-exempt interest when the Corporation is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or an Officer or might result in a possible "excess benefit transaction." This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions. For purposes of this Article, the following terms have the meanings ascribed.

- (a) "Board" means the Board of Directors and includes committees with Board of Directors-delegated powers.
- (b) "Compensation" means direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- (c) "Financial Interest" means, a situation in which a 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.
- (d) "Interested Person" means any Director or Officer who has a direct or indirect Financial Interest.

The existence of a Financial Interest is not necessarily a conflict of interest. Under Section 3, subpart (b), a person who has a Financial Interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

Section 3. Procedures.

- (a) Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement.
- (b) Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person must leave the Board meeting while the determination of a conflict of interest is discussed and voted on. The remaining Directors shall decide if a conflict of interest exists.
- (c) Procedures for Addressing the Conflict of Interest.
 - i. An Interested Person may make a presentation at the Board meeting, but after the presentation, the Interested Person must leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the Board shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- (d) Violations of the Conflict of Interest Policy.
 - i. If the Board has reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest, it shall inform the Director of the basis for that belief and afford the Director an opportunity to explain the alleged failure to disclose.

- ii. If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Board determines the Director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Board shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- (b) The names of persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- (a) A Director who receives Compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's Compensation.
- (b) A Director, whose jurisdiction includes Compensation matters and who receives Compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to the Board regarding Compensation and is precluded from voting on matters pertaining to that Director's Compensation.

Section 6. Annual Statements. Each Director and Officer shall annually sign a statement which affirms that that person:

- (a) Has received a copy of the conflicts of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands the Corporation is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board shall conduct periodic reviews. The periodic reviews must, at a minimum, include the following subjects:

- (a) whether Compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and

- (b) whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Advisors. When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.