

**BYLAWS  
of  
FRIENDS OF THE METROPOLITAN  
CHILDREN'S ADVOCACY CENTER**

**ARTICLE I**

**Name**

**Section 1.** The name of the nonprofit corporation shall be FRIENDS OF THE METROPOLITAN CHILDREN'S ADVOCACY CENTER (Friends).

**ARTICLE II**

**Purpose**

**Section 2.** The aims and purposes of Friends are as follows:

- a. To improve community awareness of the services offered by the Metropolitan Children's Advocacy Center (METCAC) for the identification and intervention of child maltreatment in a single location for the convenience and improved effectiveness of care of the clients; and
- b. To raise funds in support of the mission of the METCAC.

**ARTICLE III**

**Membership**

**Section 1. Members Generally.** Members are friends of the METCAC who are interested in ensuring the services of the METCAC continue to be offered to our community in a way that best serves the unique needs of children and families experiencing suspected abuse or neglect.

**Section 2. Nondiscrimination.** Any person actively interested in advancing the purposes of Friends and complying with the requirements of a membership in Friends shall be eligible for membership and shall be eligible regardless of sex, gender identity, sexual orientation, race, creed, or national origin. Excepted are individuals with prior or pending charges of criminal sexual assault or who are registered to the South Carolina sex offender registry.

**Section 3. Duties.** Members are asked and expected to do the following:

- a) Make a \$50 annual donation;
- b) Nominate individuals (or consider serving themselves) as Friends' board members;
- c) Vote online annually for the selection of Friends' board members;
- d) Participate in fundraising activities as a donor and/or volunteer;
- e) Promote the values of Friends through their social media and personal contacts; and

- f) Attend an annual meeting for the purpose of approving goals and budgets as well as meeting board and staff members.

**Section 4. Application for Membership.** A person may apply for a membership in Friends by applying in accordance with Friends' membership procedures. The METCAC will make available a membership application to interested persons.

**Section 5. Membership Roll.** The Secretary shall maintain a current membership roll, including board members and officers and make it available to the public or members upon reasonable request.

**Section 6. Removal of Member.** Membership may be terminated upon a determination by the Board, following a hearing before the Board, that the said member's activities do not conform to the standards appropriate for Friends, including but not limited to, noncompliance with state or federal laws or regulations, and/or the professional and ethical standards of a member's profession for those members who engage in a profession. Notice of a scheduled hearing shall provide the reasons for proposed removal and shall be sent to the member subject to termination along with all other members by USPS mail and/or electronic mail to that member's last known address(es) not less than fifteen (15) days prior to the date of the hearing. Removal of a member shall require approval of at least two thirds of the Board.

## **ARTICLE IV**

### **Membership Meetings**

**Section 1.** There shall be an annual meeting of Friends' membership to be held at a time selected by the Board for the purpose of approving goals and budgets as well as meeting board and staff members.

**Section 2.** All notices of meetings of members will be posted on Friends' website not less than twenty (20) days before the date of the meeting. The notice shall specify the place, date, and time of the meeting and the matters that the Board intends to present for action by the members. The notice of any meeting at which members of the Board are to be elected shall include the names of all those who have been nominated.

**Section 3.** The Board may change the date, time, and location of a meeting subject to the notice requirements set forth in Section 2, above.

**Section 4.** The presence in person of one tenth (1/10) of the members at any membership meeting shall constitute a quorum for the transaction of business. Motions are approved upon majority vote. If early departures from a meeting leave less than a quorum, business may continue to be transacted provided that actions are approved by a majority of the quorum.

**Section 5.** Any meeting of members, whether the regular annual meeting or a special meeting, and whether or not a quorum is present, may be adjourned by the vote of a majority of the members present, but no other business may be transacted if there is less than a quorum, except

as provided in section 4, above.

If the time and place of a meeting to be reconvened is not announced at the adjourned meeting and a new meeting date is set for reconvening the meeting, a notice of the reconvened meeting shall be given to all members in accordance with Section 2, above.

**Section 6.** Any action at membership meetings may be taken by voice vote unless any member first moves that an action be taken by written ballot and a majority of the quorum concur. Any oral vote or the result of any written ballot shall be stated in the minutes of the next meeting of the Board and in Friends' next written or electronic communication to the members.

## **ARTICLE V**

### **Board of Directors**

**Section 1. Nondiscrimination.** Any person actively interested in advancing the purposes of Friends and meeting the requirements of membership in Friends shall be eligible for nomination for membership on its Board of Directors (Board) regardless of sex, gender identity, sexual orientation, race, creed, or national origin.

**Section 2. Eligibility.** Anyone who is interested in the aims or purposes of friends may be nominated to be a Board member with the exception of individuals with prior convictions for or pending charges of sexual assault, criminal sexual misconduct or similar charge, or who are registered to the South Carolina or any other state's sex offender registry.

**Section 3. Election.** Board members shall be elected annually by online vote of the members of friends, including current board members as set forth in Article VI.

**Section 4. Removal of Board Members.** Board membership may be terminated upon a determination by the Board, following a hearing before the remainder of the Board, that the said Board member's conduct does not conform to the standards appropriate for Friends, including but not limited to, noncompliance with state laws and regulations and/or the professional and ethical standards of that Board member's profession.

A Board member may be removed by the remainder of the Board members only at a meeting called for that purpose, and the meeting notice must state that the purpose of the meeting is removal of the Board member, and it must provide the reasons for considering that Board member's removal. A Board member may only be removed upon a vote of two-thirds (2/3) of the remaining Board members.

**Section 5. Resignation of Board Members.** Service on Friend's Board is a voluntary position, and a Board member may resign at any time for any reason by providing written notice to the remaining Board members. A Board member's failure to participate in fifty percent (50%) of the Board meetings in a year may be considered a resignation of that Board member.

**Section 6. Replacement of Board Member at End of Term.** The President of the Board

should provide one month's notice to the remainder of the Board and all other members of Friends of the date a current Board member's term is set to expire. Any member may nominate a candidate to replace a departing Board member. Nominations for candidates to fill the vacated position shall be presented by the President to the Board for vote by way of a ballot, which may be sent electronically and provided in a meeting agenda to the Board. The nominee receiving a majority of the votes cast shall be elected to serve as the replacement Board member.

**Section 7. Number of Board Members.** The Board shall consist of no fewer than seven (7) and no more than thirteen (13) with the specific number of Board members to be approved by a majority of the Board.

**Section 8. Terms of Office.** Board members shall commit to serving a term of three (3) consecutive years and may serve up to two (2) consecutive terms. In the event of resignation, death, or disability of a Board member, the Board shall appoint someone to fill the vacancy for the unexpired term. If a Board member has served two consecutive terms, he or she must spend a minimum of three (3) years off the Board before re-election to a third term.

**Section 9. Powers.** Subject to limitations imposed by applicable law, by the articles of incorporation, or by these bylaws, all powers of the Board members shall be exercised by or under the authority of the Board, and the business and affairs of Friends shall be under the direction of the Board. The Board may delegate the management activities of Friends to any person or persons, management company, or committee, however composed, provided that the activities and affairs of Friends shall be managed and all powers shall be exercised under the ultimate decision of the Board.

## ARTICLE VI

### Officers of Board of Directors

**Section 1. Board Members Serving as Officers.** The Board shall elect the following officers: President, Vice President, Treasurer and Secretary.

**Section 2. Nominations, Election, Term of Office and Succession.** Nominations shall be made by any member by e-mail to Friends. The officers shall be elected by members of the Board from among candidates who are currently members of the Board by a majority vote of the members. They must have served on the Board for at least one (1) year prior to election unless all other Board members agree to waive this requirement.

Each officer shall commit to serve in their elected position for one (1) calendar year, commencing on the date the officer was elected. Upon an officer's completion of one (1) calendar year in office, the officer may choose to serve for a subsequent term with the approval of two-thirds (2/3) of the remaining Board members.

In any event, no officer shall serve more than three (3) consecutive one (1) year terms without taking at least one (1) year off from holding any elected officer position on the Board.

Upon an officer's resignation or at the end of the officer's unrenewed or unrenuable term, the Board shall elect a replacement of that officer with a vote of two-thirds (2/3) of the remaining Board members.

**Section 3. Resignation of Officers.** Service as an officer on Friends' Board is a voluntary position, and an officer may resign from its officer position at any time and for any reason by providing written notice to the remaining Board members.

An officer's failure to participate in fifty percent (50%) of the Board meetings in a year may be considered a resignation of that Board member's office position.

**Section 4. President.** The President shall be the chief executive officer of Friends and shall, subject to the control of the Board, have supervision, direction and control of the business and affairs of Friends. The President shall preside at all meetings of the Board and shall have the general powers, duties, and management responsibilities usually vested in the office of president of a corporation. The President shall have such other powers and duties as may be prescribed by the Board or these bylaws.

**Section 5. Vice President.** In the absence or disability of the President or the President's refusal to act, the Vice President shall perform all the duties of the President and, when so acting, the Vice President shall have all the powers of and be subject to all the restrictions of the President.

**Section 6. Treasurer.** The Treasurer shall attend all meetings of the Board and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of Friends, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of accounts shall at all times be open to inspection by any Board member subject to reasonable prior notice from that member.

The Treasurer shall disburse the funds of Friends as ordered by the Board of Directors and shall render to the Board, upon request, an account of all transactions as Treasurer and of the financial condition of Friends. The Treasurer shall perform all such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board. The Treasurer shall be responsible for preparing and monitoring the budget.

**Section 7. Secretary.**

**Meeting Minutes:** The Secretary or duly authorized substitute, as described below, shall attend all meetings of the Board and shall keep or cause to be kept in a location accessible to all Board members, such as Dropbox or such other place as the Board may order, a record of minutes of each Board meeting, including records of any votes, motions, waivers, consents, or funding approvals.

**Member Roll:** The Secretary shall also keep or cause to be kept in the shared Dropbox or similar location accessible to all Board members membership records containing all names and

addresses of each member. The Secretary shall provide such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board or by these bylaws.

**Duly Authorized Substitute Secretary:** Because Board meetings may not take place without a secretary present, in instances where the Secretary-elect is unable to attend a scheduled Board meeting, a majority vote of the Board will allow a substitute Board member to serve as Secretary at that meeting in place of the Secretary-elect. Such vote must be taken in advance of the start of the scheduled Board meeting, but the vote need not be an in-person vote; the vote may be taken via phone or electronic mail.

Any Board member serving as a duly authorized substitute Secretary must take the meeting minutes and distribute them to the Secretary-elect within 48 hours of the meeting, and the and the elected Secretary has the duty of distributing the meeting minutes to the Board and make them accessible in Dropbox or other shared location accessible to all Board members.

## ARTICLE VII

### Meetings of the Board of Directors

**Section 1. Notice of Meetings.** The Secretary shall provide any required notices of meetings of the Board, including regularly scheduled meetings or special meetings and all members as well as the non-member public are welcome to attend.

**Section 2. Frequency of Board Meetings.** Regular meetings of the Board shall be held at least quarterly at a time and place fixed by the Board. Special meetings may be called by the officers or by a petition of a majority of the Board. Meetings require a quorum consisting of one third (1/3) of all Board members.

**Section 3. Waiver of Notice.** Board members may waive their rights to prior notice of a meeting by providing a waiver of notice to the other Board members by electronic mail, by attending the meeting without protesting sufficient notice, or by approving the minutes of the meeting held without notice.

**Section 4. Adjournment.** A majority of Board members present, whether or not a quorum is present, may adjourn any meeting or reconvene any meeting at another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the reconvened meeting shall be sent to the Board members who were not present at the time of adjournment.

## Article VIII

### Standard of Conduct of Board Members

**Section 1. Duty of Care.** Board members shall perform all duties, including duties as a member of any committee of the Board upon which the Board member may serve, in good faith, in a manner such Board member believes to be in the best interest of Friends and with such care,

including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

**Section 2. Fiduciary Duty.** Each Board member's duty of care includes a fiduciary duty requiring each Board member to act in the best interest of Friends and its beneficiaries. Financial policies and procedures, including method of execution of checks, review of financial records, and preparation of reports, shall be approved annually by the Board of Directors.

**Section 3. Reliance on Others.** In performing its duties, each Board member shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial information, when prepared or presented by:

- a) One or more officers or contract entities of Friends whom the Board member reasonably believes to be reliable and competent in the matters presented;
- b) Counsel, independent accountant, or other person as to the matters which the Board member believes to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the Board member does not serve, as to matters within its designated authority, which committee the Board member believes to merit confidence, so long as the Board member acts in good faith, after reasonable inquiry.

**Section 4. Indemnification of Board Members.** Friends shall indemnify any individual made a party to a proceeding because they were a Board member of Friends against liability incurred in the proceeding to the fullest extent permitted by law with the exception of liability for intentional torts.

**Section 5. Advance Litigation Expenses for Board Members.** Friends shall pay for or reimburse the reasonable expenses incurred by a Board member who is a party to a proceeding in advance of final disposition to the fullest extent permitted by law.

**Section 6. Transactions Involving Board Members.** Any contract or other transaction between Friends and one or more Board members, or an association, firm, or corporation in which one or more Board members has a material financial interest or is a director of such association, firm or corporation, shall be approved by the Board according to the following requirements which shall be construed strictly:

- a) The material facts as to the transaction, such as the Board member's interest, are fully disclosed or known to the Board and such contract or transaction is approved by the Board in good faith by a majority of the Board not including the vote of the interested Board member(s); and
- b) The contract or transaction is just and reasonable to Friends at the time it is authorized, approved or ratified by the Board.

## ARTICLE IX

### Dissolution

**Section 1.** Upon dissolution of Friends, its assets shall be distributed for one ore more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal, state, or local government for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of Friends is then located, exclusively for such purpose or to such an organization or organizations as said court shall determine are organized and operated exclusively for such purposes.

## ARTICLE X

### Miscellaneous Provisions

**Section 1. Contracts.** Except as otherwise provided in these bylaws, the Board may authorize any officer(s) or agent(s) to enter into any contract or execute any instrument in the name of or on behalf of Friends, and such authority may be general or limited. Unless authorized by the Board, no Board member or agent shall have the power to bind Friends to any contract or engagement, or to pledge its credit, or to render it liable to another in any amount.

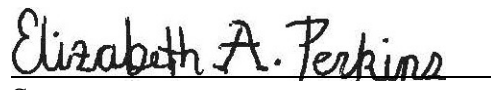
**Section 2. Amendments.** These bylaws may be amended or revised at a regular or special meeting of the Board provided that such written notice and proposed changes are provided by electronic mail at least seven (7) days prior to the meeting. Proposed amendments receiving majority approval by the Board present are effective as of the date of the meeting in which the amendments are approved.

**Section 3. Fiscal Year.** Friends' fiscal year shall be from July 1 through June 30 of each year.

### CERTIFICATE OF SECRETARY

I certify that I am currently the duly elected and acting Secretary of Friends and that the bylaws originally adopted by the Board on March 14, 2021, were amended as approved by a majority of the Board on present on September 21, 2021.

This 21st day of September, 2021.  
Columbia, South Carolina

  
Secretary

Printed Name: Elizabeth A. Perkins