

**FRIENDS OF CROFT
BYLAWS**
as approved June 13, 2011

Article I

The name of this Corporation shall be Friends of Croft. (Hereinafter referred to as FOC).

Article II

Purpose

Section 1

General Purposes: FOC is a non-profit public benefit corporation exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code.

Section 2

Primary Purposes: The primary purposes of FOC are (a) to support the mission of Croft State Park (hereinafter referred to as CSP), (b) to provide support through partnerships in activities that may include assistance in environmental education, resource management, administration, maintenance, and operations, (c) to provide volunteer services through financial, staff, and program support, (d) to support CSP and the State Park Service through the promotion of public awareness of the values and benefits of State Parks. FOC will be subject in all events to such guidelines and agreements as may be adopted by the South Carolina State Park Service.

Section 3

Non-withstanding any other provisions of these bylaws, FOC will not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation to which contributions are deductible under Section 170(c)(2) of the Code, or (b) in conflict with the above purposes or with the laws of the United States or the State of South Carolina.

Article III

Membership

Section 1

Membership in FOC shall be accorded any person that supports the FOC through donations of services, funds or other assets. Membership is from January 1 to December 31. Current dues payment is required to be considered an active member.

Section 2

FOC will have an open membership policy, regardless of race, sex, color, national origin, age or handicap.

Article IV

Board of Directors

Section 1

FOC will have a Board of Directors who will serve without compensation. The Board is the governing body of this corporation. The policy of FOC will be set by the Board who will be ultimately responsible, in their corporate capacity, for all ventures, activities and transactions of FOC.

Section 2

The Board will be composed of thirteen (13) members. The Manager of Croft State Park and/or a duly appointed designee will serve as ex-officio member(s) of the Board, but will have no right to vote. Only one (1) person from an immediate family residing in the same household can serve on the Board at any given time.

Section 3

The Board of Directors shall serve for a maximum of two (2) consecutive three-year terms. After an absence of one (1) year, a director may stand for re-election. Initially, one-third will be appointed to serve for three (3) years, one-third will serve for two (2) years and one-third for one (1) year. Subsequently appointed directors will serve three (3) year terms.

Section 4

Vacancies on the Board occasioned by expiration of term will be filled by election by a majority vote of members present at the annual meeting. There will be a Nominating Committee of three (3) directors appointed by the President subject to approval by the Board. The Nominating Committee will meet no less than two (2) months before the annual meeting in February.

Section 5

When, for any reason, a director resigns membership on the Board before expiration of his or her term, members present at an open meeting will, by majority vote, appoint a successor for the unexpired portion of that term. The vacancy must be announced thirty (30) days prior to the election.

Section 6

The Board of Directors shall have the power by a three-fourths vote of the entire board to terminate directors from the organization for the following causes: three consecutive unexcused absences by the member of regularly scheduled meetings, non-support of the organization in terms of donation(s)

of volunteer hours, contribution or resources or assets valuable to the organization during a reasonable period of time.

Article V

Meetings

Section 1

The regular meetings of the Board of Directors shall be held on a quarterly basis. Special meetings shall be held whenever called by the Board, the President or two (2) members of the Board.

Section 2

A majority of the Board will constitute a quorum for the transaction of business.

Article VI

Officers

Section 1

The officers of this corporation will be:

President
Vice-President
Treasurer
Secretary

Section 2

All officers will be elected annually by the Board of Directors at its annual meeting and will hold office for one (1) year up to six (6) consecutive terms. Only members of the Board are eligible for election as an officer of the corporation.

Section 3

President

The President will be the chief administrative officer of the corporation subject to the direction of the Board of Directors. The President will preside at all Board meetings. The President will execute the policies and decisions of the Board, will originate and plan program activities and will direct and supervise the development and operation of activities.

Vice-President

The Vice-President will serve in the absence of the President. The Vice-President will direct all fund-raising activities.

Treasurer

The Treasurer will be responsible for collecting, receiving and disbursing funds of the corporation. The Treasurer will keep full and accurate account of funds.

Secretary

The Secretary will be responsible for maintaining the books and records, and will be responsible for filing an annual report to FOC.

Section 4

Vacancies among the officers will be filled by vote of a majority of the Board of Directors at any Board meeting for the remainder of the term.

Article VII

Dissolution

Upon the dissolution or termination of FOC, title to all its assets shall vest in the South Carolina Department of Parks, Recreation and Tourism, or its successor, to be used exclusively for the purposes hereinabove set forth, it being intended that no distribution of payment shall be made which will impair or destroy the tax exempt status of the corporation or which will result in the denial of tax exempt status to donations, contributions, legacies, or dues received by this corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

Article VIII

Amendment

The by-laws may be amended, revised, or repealed by the Board of Directors by a vote of three-fourths (3/4) majority of the Board. Any such amendment, revision, or repeal will be proposed at any meeting of the Board, but the Board will not take action thereon until a subsequent meeting of the Board held not earlier than twenty-eight (28) days subsequent to the meeting at which any such amendment, revision, or repeal was proposed. The Secretary will give each member of the Board due and proper notice, in writing, of the meeting at which action is to be taken upon any proposed amendment, revision, or repeal.

Article IX

Certification

These by-laws have been passed, adopted, and approved at a meeting called by the Incorporators of Friends of Croft on _____.

PRINTED NAME:

SIGNATURE:

President

Vice-President

Secretary

Treasurer
