

ARTICLE I -- Name of Organization

1. The Name of this Organization shall be “The Rock Hill Council of Neighborhoods,” hereafter abbreviated as RHCN.

ARTICLE II -- Statement of Purpose

1. The Rock Hill Council of Neighborhoods is committed to preserving and promoting the integrity of Rock Hill’s neighborhoods by serving as an umbrella group whose members are the various recognized and approved neighborhood organizations of the City of Rock Hill. RHCN’s primary purpose is to promote communication and cooperation between organizations, foster a sense of community and assist each other by providing a forum where member organizations can bring specific concerns for discussion, receive reliable information and support for legitimate causes. RHCN furnishes a connecting link between the neighborhoods and the elected and appointed officials and units of local government, which it advises on issues of neighborhood concern.
2. Notwithstanding other provisions set forth herein, the RHCN shall not engage in any activities which are not permitted to be conducted by (1) a corporation exempt from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code of 1954 as it exists or may be amended; or (2) a corporation to which contributions are deductible pursuant to Section 170(c)(2) of the Internal Revenue Code of 1954 as it exists or may be amended.

ARTICLE III -- Policy

1. The Rock Hill Council of Neighborhoods is a nonpartisan, nonprofit, non-sectarian organization.

ARTICLE IV -- Membership

1. RHCN Membership categories will include “Regular Membership”, and “Honorary Membership”.
 - A. Regular Membership in RHCN is extended to any Rock Hill Neighborhood that is recognized as “organized” by the City of Rock Hill Neighborhood Empowerment Division and meet the following additional requirements:
 1. Annually provide the name, mailing address, and telephone number of their officers, RHCN voting representative, and any alternate RHCN voting representative to RHCN along with any changes as they occur throughout the year. Forms for this purpose will be promulgated, distributed, and collected by the Vice President.

ARTICLE IV -- Membership (cont.)

2. Designate a voting representative and alternate who, between the two, attend at least five meetings in the prior 12 month period. When these attendance requirements are not met the membership will be suspended. Membership will be reinstated after attendance requirements are again met for two consecutive months. Notice of such change in membership status will be mailed to the neighborhood president, voting representative, and alternate voting representative.

- B. Honorary Membership in RHCN shall be open to Neighborhood and Umbrella Organizations which may not fall within the Rock Hill city limits. Honorary members are encouraged to attend and express their views at RHCN meetings, but do not receive any other rights of RHCN membership. Eligibility for Honorary Membership shall be determined by RHCN on a case-by-case basis.

2. Evidence that the membership requirements have been met must be presented to RHCN before a membership application can be voted upon.

3. Acceptance of any organization into RHCN shall require an affirmative vote of a majority of the Voting Representatives present at a regularly scheduled RHCN meeting.

4. All member organizations will receive timely notice of upcoming meetings with upcoming agenda and minutes of most recent prior meeting.

5. A Regular Member Organization who is not represented at one-third of all regular meetings of the RHCN during any calendar year will receive a written warning from the Executive Board.

ARTICLE V -- Dues

1. Members shall be required to pay annual dues in the amount as recommended by the RHCN Executive Committee and approved by two-thirds of the Member Organizations.

2. RHCN will recognize the calendar year as its fiscal year.

ARTICLE VI -- Meetings

1. Regular meetings of RHCN shall be scheduled for the fourth Thursday of each month, except for the months of July, November and December. The time and date of the meeting may be altered as deemed necessary by the organization membership.

2. The RHCN Annual Meeting for the fiscal year-end shall be held in the month of December.

ARTICLE VI – Meetings (cont.)

3. Special Meetings of RHCN may be called by the President or by one-fourth of the Voting Membership, provided that a five-day notice is provided to RHCN members.
4. A quorum at RHCN meetings shall consist of the Voting Representatives of one-third of the Regular RHCN Member Organizations whose voting rights have not been suspended and shall govern RHCN business except as specifically designated otherwise in the RHCN Bylaws.
5. All RHCN Regular and Special Meetings, as well as meetings of RHCN Committees, including the Executive Board, shall be open to the public.

ARTICLE VII -- Voting and Voting Representative

1. Each Regular Member Organization shall have one vote at all RHCN meetings. The Voting Representative shall be selected by the Member Organization and the name of the Voting Representative and any alternate shall be provided to RHCN as set forth in Article 4, paragraph 1, sub-paragraph-A.
2. Proxy votes will be allowed if the request from the President or Voting Representative of the Member Organization is received by the RHCN President no less than 24 hours prior to the meeting.

ARTICLE VIII -- Officers and Executive Board

1. The officers of RHCN shall consist of the President, Vice President, Secretary, and Treasurer.
2. The Executive Board shall consist of the officers plus the immediate Past President, who shall serve in an advisory capacity, plus a representative of the Director of the City of Rock Hill Neighborhood Empowerment Office, who shall serve as an ex-officio member. No more than one officer may be elected from any one member organization. Only the Voting Representative of a RHCN Regular Member Organization shall be eligible for office. Members of the Executive Board of RHCN are eligible for reelection provided that no member may serve more than two (2) consecutive terms for the same office.
3. Responsibilities of the Executive Board shall include, but not be limited to, (1) Reviewing and authorizing all expenditures of RHCN in coordination with the Treasurer, (2) Establishing such committees as shall be deemed necessary for the operation of RHCN; and (3) any other powers which the Executive Board is permitted to exercise under South Carolina law. Notwithstanding the foregoing, the Executive Board shall not be authorized to encumber, sale, assign or transfer any real property of the RHCN without an affirmative vote of at least 2/3 of the Voting Representatives present at any

ARTICLE VIII -- Officers and Executive Board (cont.)

regularly scheduled or properly noticed Special Meeting of the RHCN.

4. Any member of the Executive Board, at his or her pleasure, may serve as a non-voting member of any RHCN committee. Only persons appointed, as set forth in the bylaws, to a RHCN committee may vote on items of business before such committee.
5. Any elected officer of RHCN who fails to attend (1) three (3) consecutive meetings of RHCN, including board meetings; or (2) six (6) such meetings in an annual period, shall be deemed to have resigned their office unless the President or the Executive Board is informed as to illness or other temporary circumstances which preclude the individual's attendance.
6. Any elected officer of RHCN may be removed from office for just cause by a two-thirds vote of the Regular Member Organizations present and voting by written ballot at a Special Meeting called for the specific purpose of considering such removal. Ten (10) days written advance notice of any such Special Meeting must be given to all Member Organizations. Just cause for removal shall include, but not be limited to, violation of the Charter of RHCN or these bylaws, failure to carry out duties of office, or the individual's efforts to use RHCN office to secure any special privilege or exemption for themselves, family members, a business enterprise, a political party, or a public official.

ARTICLE IX -- Elections of Officers

1. Elections of the officers shall be held in each odd-numbered year at the October meeting.
2. A Nominating Committee, consisting of the representatives of five RHCN Regular Member Organizations appointed by the President, will solicit nominations in writing for the RHCN offices from the RHCN Regular Member Organizations at least one month prior to the October Meeting. The Nominating Committee will ascertain (1) the eligibility of the individuals nominated and (2) their willingness to serve. A complete list of willing nominees then will be circulated to the RHCN Membership at least one week before the October Meeting. Additional nominations may be made from the floor at the time of the election.
3. To qualify for nomination, an individual must be the Voting Representative of a Regular RHCN Membership Organization.
4. Voting for RHCN Officers shall be by secret, written ballot by all Voting Representatives in attendance. The election for each office will be carried out separately on a separate ballot, except when there is only a single nominee for an office, in which case the President may request a unanimous vote. Votes will be tallied and reported by the Nominating Committee.
5. Officers shall be installed at the Annual Meeting.

ARTICLE IX -- Elections of Officers (cont.)

6. Once elected, RHCN Officers shall serve two-year terms and may complete their terms of office so long as they maintain their membership with a Regular Member Organization.
7. If the office of President becomes vacant between elections, the Vice President shall become President. Other vacancies shall be filled by secret, written ballot at the next general meeting or at a special meeting called for that purpose.

ARTICLE X -- Duties of the Officers

1. The duties of the President shall include (1) Presiding over all meetings of RHCN and the Executive Committee, (2) Ruling upon all questions of order, (3) Calling Special Meetings of RHCN or the Executive Board as may be deemed necessary, (4) Speaking for and representing RHCN to other bodies and the news media, or appointing a spokesperson to do so, (5) Appointing Committee members with the advice and consent of the Executive Board, (6) Co-signing all checks with the Treasurer, (7) Referring matters to appropriate Committees, and (8) except as any such duty may be imposed upon some other member of the Executive Board by resolution of the Executive Board, the President shall perform all such duties as are customarily entrusted to and performed by the President of a South Carolina Corporation.
2. The duties of the Vice President shall include (1) Assisting the President in the carrying out of the President's duties, (2) Acting in the position of the President in the President's absence, and (3) Coordination of all committees established by RHCN.
3. The duties of the Secretary shall include (1) Acting on behalf of the Vice President in their absence, (2) Keeping the minutes of all RHCN meetings, (3) Preparing and issuing any public statements of RHCN at the direction of the President, (4) Maintaining a list of all in attendance at each RHCN meeting, (5) Preparing the meeting agenda as approved by the Executive Board, (6) Notifying all members of all Regular Meetings of RHCN at least one week prior to the meeting with all business announced on the agenda, including business required by majority votes at the previous meeting, (7) Maintaining membership records for RHCN and (8) Certifying that all voting representatives are authorized to vote.
4. The duties of the Treasurer shall include (1) Acting on behalf of the Secretary in the Secretary's absence, (2) Receiving and co-disbursing, with the President, all funds of RHCN, (3) Maintaining accurate financial records of RHCN, (4) Providing to RHCN Members a Financial Report of receipts and expenditures at least quarterly, and (5) Preparing a Consolidated Annual Financial Statement of RHCN transactions and balances.

ARTICLE XI -- Relationship to the City of Rock Hill Neighborhood Empowerment Office

1. The Rock Hill Council of Neighborhoods functions as an independent entity separate from the City of Rock Hill; however, ongoing communication with the City of Rock Hill Neighborhood Empowerment Office is key to the effective functioning and operation of the RHCN. A representative of the director of the City of Rock Hill Neighborhood Empowerment Office will serve as an ex-officio member of the RHCN Executive Board and provide support services as needed.

ARTICLE XII -- Committees

1. Standing and ad-hoc Committees may be established or abolished as deemed necessary for the operation of RHCN by the Executive Board or by the majority vote of the RHCN Voting Representatives.

ARTICLE XIII -- Circulation of Bylaws

1. On an annual basis, one dated copy of the RHCN Bylaws will be provided to each RHCN Member Organization.

ARTICLE XIV -- Other Operating Procedures

1. These bylaws are intended to supplement state laws pertaining to non-profit corporations. In the event of a conflict between these Bylaws and state laws, the state requirement shall prevail.
2. All procedural items not covered in the Bylaws shall be governed by the current edition of Robert's Rules of Order.
3. Any documents, minutes, or other records generated by or received by Rock Hill Council of Neighborhoods or any committee of the organization shall become the property of RHCN and shall upon request be made available in uncensored and unaltered form to any member. These records shall be retained for a minimum of five years. After that, they should be reviewed and any that are deemed important should be retained further. An Archive Committee shall be established for the purpose of reviewing the records.
4. The Executive Board may hire or appoint such agents and attorneys for RHCN as it may deem proper and may, by resolution, authorize such agents and attorneys to represent RHCN in transacting any business which RHCN is authorized to transact. These officials may sign, acknowledge, and execute any and all contracts and instrument for RHCN to the extent authorized by such resolution.

ARTICLE XV -- Amendments

1. Any proposed amendment to the Bylaws must be submitted to the membership, in writing, at least two weeks in advance of the meeting at which it is to be considered.
2. Amendments to the Bylaws must be approved by the affirmative vote of two-thirds of the RHCN Regular Member Organizations.

ARTICLE XVI -- Fund-raising

1. All fund-raising shall be approved by the RHCN Executive Board and shall not violate any city, county, state, or federal statute or law. Donations shall be accepted.

ARTICLE XVII -- Indemnification

1. Every person who is or has been a director, officer, staff member, Executive Board member or member acting within their scope of authority of RHCN shall be indemnified by RHCN against all expenses reasonably incurred by such person in connection with any action, suit, or proceeding to which any such party may be party defendant, or with which that party may be threatened by reason of, or growing out of, or in relation to that party being or having been a director, officer, staff member, Executive Board member or member acting within their scope of authority of RHCN. For the purpose of this Paragraph, the term “expenses” includes amounts paid in satisfaction of judgments or in settlement, other than amounts paid to RHCN itself. RHCN shall not, however, indemnify any director, officer, staff member, Executive Board member or member acting within their scope of authority of RHCN in relation to matters as to which that party shall be adjudged liable for gross negligence or gross misconduct in the performance of that party’s duties for RHCN. Further, RHCN shall not indemnify any officer, director, staff member, Executive Board member or member acting within their scope of authority of RHCN in case of settlement unless such settlement shall be approved by a majority of the Executive Board of the Corporation then in office other than those involved (regardless of whether or not such majority constitutes a quorum).

ARTICLE XVIII-- Dissolution

1. In the event this organization is dissolved, any assets remaining in the organization will be donated to a tax exempt eleemosynary or governmental entity of similar nature as may be designated by the Executive Board at the time of dissolution.

*Adopted by Unanimous vote of the RHCN on February 27, 2014
attested by*

Neal Barber – President, RHCN