



South Carolina National Guard Foundation

BYLAWS April 2014



*"A well-regulated militia, composed of the body of the people,
trained in arms, is the best most natural defense of a free country"*

- James Madison

Amended and Restated Bylaws
of
The South Carolina National Guard Foundation

ARTICLE 1

Name, Offices, and Organization

Section 1.1 Name. The name of the corporation is The South Carolina National Guard Foundation and it is referred to herein as the “Foundation”. The name of the Foundation was formerly the National Guard Association of South Carolina Scholarship and Support Foundation.

Section 1.2 Office and Agent. The Foundation shall designate a principle office, registered office, and appoint a registered agent for receipt of service of process as required by the South Carolina Nonprofit Corporation Act of 1994, as amended (the “Act”).

Section 1.3 Other Offices. The Foundation may have offices at such place or places within or without the state of South Carolina as the Board of Directors may from time to time appoint or the business of the Foundation may require or make desirable.

Section 1.4 Organization. The Foundation shall be a nonprofit organization established and operated in accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder. The Foundation shall be an independent and autonomous organization. Its period of duration shall be perpetual unless terminated in accordance with Article 11.

ARTICLE 2

Functions and Purpose

Section 2.1 Purpose. The Foundation is organized and shall be operated exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Foundation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by law. The Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Foundation shall not carry on any activities not permitted to be carried on by (i) an organization described in Internal Revenue Code Section 501(c)(3) or (ii) an organization contributions to which are deductible under the Internal Revenue Code Section 170(c)(2) or any other corresponding provision of any future United States law. In carrying out these purposes, the Foundation intends to:

(a) Provide for the granting of scholarships and loans for educational purposes to members of the South Carolina National Guard, or legal dependents of current, retired or deceased members of the South Carolina National Guard, for study at recognized and accredited schools, colleges, universities, trade schools and other institutions of learning, such young people to be selected without regard to race, religion, color, or creed.

(b) Provide emergency financial assistance to current members of the South Carolina National Guard or their legal dependents.

(c) Provide direct assistance to the South Carolina Military Department to support morale, provide protective equipment, enhance training, and support operations.

(d) Organize or sponsor programs and events to enhance citizens' support for military personnel and their families by honoring units and members of the South Carolina National Guard.

(e) Make donations, gifts or grants to religious charitable, scientific, literary, and educational organizations.

Section 2.2 Powers. The Foundation is authorized to undertake any and all lawful activities necessary or incident to purposes established in Article 2 of these Bylaws, except as limited by the Foundation's Articles of Incorporation.

Section 2.3 Execution of Corporate Powers. No activity shall be engaged in a manner which would jeopardize the federal income tax exemption of the Foundation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3

Finances

Section 3.1 Funds. The Foundation shall raise funds by means of fundraising events, investments, receipts, gifts of money and property, grants, contributions, payments, donations, bequests and devises from wills and trusts and from such persons and organizations who or which share a common interest in the purposes and objectives of the Foundation. All such receipts, funds, and/or property must be acceptable by the Board of Directors.

Section 3.2 Use of Funds. All revenues and property received by the Foundation, together with the income therefrom, shall be held, retained, managed and conserved in a fund or funds and administered, used and applied by the Foundation in the sole discretion of the Board of Directors in accordance with the purposes described in Article 2 of these Bylaws. The Board of Directors may accept revenues and properties which are qualified, limited or restricted in their use as long as such qualifications, conditions, limitations and/or restrictions do not conflict with the purposes of the Foundation set forth in Article 2 of these Bylaws. Unless otherwise specifically required, such restricted revenues and/or property may be mingled with other funds of the Foundation.

Section 3.3 Scholarship Funds. All funds held by the Foundation as of the effective date hereof, as well as those funds received by the Foundation which are qualified, limited or restricted for granting of scholarship purposes and loans for educational purposes, shall be used solely for the granting of scholarships and loans for educational purposes to members of the South Carolina National Guard, or legal dependents of current, retired or deceased members of the South Carolina National Guard, for study at recognized and accredited schools, colleges, universities, trade schools and other institutions of learning. The Scholarship Committee, described in Section 7.5, shall have the sole authority and responsibility for managing funds held for granting scholarships and loans for educational purposes.

ARTICLE 4

Board of Directors

Section 4.1 Powers. The property and business of the Foundation shall be managed by its Board of Directors. In addition to the powers and authority these Bylaws expressly confer, the Board of Directors may exercise all such powers of the Foundation and do all such lawful acts and things as authorized by law and the Articles of Incorporation.

Section 4.2 Number of Directors. The Board of Directors shall consist of twelve members. Each Director shall hold office until the annual meeting of directors held next after election and until a qualified successor shall be elected, or until his earlier death, resignation, incapacity to serve or removal.

Section 4.3 Composition of the Board of Directors. The Board of Directors shall include three (3) members appointed by the Board of Directors of the National Guard Association of South Carolina, Inc. and three (3) members appointed by the Adjutant General of South Carolina. The remaining three (6) members of the Board of Directors shall be appointed by the Foundation's incumbent Board of Directors, but shall not include a person who is a representative of the National Guard Association of South Carolina, Inc. or the Adjutant General.

Section 4.4 Terms. The members of the Board of Directors shall serve for a term of three (3) years. The terms of the directors shall be staggered such that one-fourth of the Directors shall be elected annually for a three (3) year term.

Section 4.5 Vacancies. In the case of a vacancy on the Board of Directors or the ending of term of service for a member of the Board of Directors, the remaining Directors, the Board of the National Guard Association of South Carolina, Inc., or the Adjutant General, in conformance with Section 4.3, shall appoint replacement members. If a member is appointed to fill a vacancy which arises prior to the end of a three year term, such member term shall serve until the remainder of the unexpired term and may be reappointed to serve future terms.

Section 4.6 Resignation. Any Director may resign at any time by giving written notice to the Board of Directors, President, or Secretary of the Foundation. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time such resignation is received by the Board of Directors, President, or Secretary. Unless otherwise specified in a notice of resignation, the acceptance of a resignation shall not be necessary to make it effective.

Section 4.7 Removal. Any Director may be removed from office, either with or without cause, at any time by vote of a majority of the Board of Directors, given at any special meeting of the Board of Directors called for that purpose.

Section 4.8 Duties of Directors. The duties of the Board of Directors include the following:

(a) The Board of Directors shall set standards, policies, and goals for the Foundation, consistent with the purposes and policies set forth in these Bylaws. The Board of Directors shall make determinations regarding the types of projects and programs to be funded by the Foundation. The Board of Directors shall further review and approve or disapprove proposals submitted to the Foundation. The Board of Directors shall develop criteria for eligible projects and for the evaluation of project proposals.

(b) The Board of Directors shall explore the feasibility of and assist in the establishment of new programs designed to address the needs of the South Carolina National Guard and its members.

(c) The Board of Directors shall be responsible for overseeing the proper management of the Foundation as a non-profit corporation.

Section 4.9 Compensation. Directors shall serve without compensation.

ARTICLE 5

Meetings of the Board of Directors

Section 5.1 Generally. The Board of Directors may hold its meeting at such place or places within or without the State of South Carolina as it may from time to time determine.

Section 5.2 Regular Meetings. The time and place of regular meetings of the Board of Directors shall be determined in its discretion. Notice is not required for regular meetings. Directors may participate via teleconferencing, videoconferencing, or any other means so long as all members can hear one another simultaneously. A Director may not attend by granting a proxy to another Director.

Section 5.3 Special Meeting. Special meetings may be called by the President, the Vice President or by any two Directors. Notice of special meetings shall be given at least two (2) days before the day on which the meeting is to be held, or at such other time as required by the Act, by: (i) mailing notice to each Director; (ii) providing notice via facsimile, email, or other electronic means, or (iii) personally delivering notice of the meeting. If notice is given less than ten (10) days before the special meeting it shall be accomplished as provided in the forgoing clause (ii) and/or clause (iii). Directors may participate via teleconferencing, videoconferencing, or any other means so long as all members can hear one another simultaneously. A Director may not attend by granting a proxy to another Director.

Section 5.4 Quorum and Manner of Acting. A majority of the Board of Directors at a meeting duly assembled shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, by the Articles of

Incorporation or by these Bylaws. In the absence of a quorum, a majority of the Directors present at any meeting may adjourn the meeting from time to time until a quorum is had. Notice of any adjourned meeting need only be given by announcement at the meeting at which the adjournment is taken.

Section 5.5 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if, prior to such action, a written or electronic ballot is delivered to all members of the Board of Directors or of such committee entitled to a vote, all members provide written consent, and the vote is unanimous. Such written consent is filed with the minutes of the proceedings of the Board of Directors or committee.

ARTICLE 6

Officers

Section 6.1 Election of Officers. The Board of Directors shall elect the following officers by majority vote: the President, the Vice-President, the Secretary, the Treasurer, and any other officers that the Board of Directors may establish and designate by resolution adopted by a majority of the whole Board of Directors.

Section 6.2 Term. Each officer shall serve a term of one (1) year, or until his successor shall have been duly chosen or qualified. Each officer of the Foundation shall hold office until his successor is chosen or until his earlier resignation, death or removal, or the termination of his office. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Foundation will be served thereby. A majority of the whole Board of Directors must approve removal.

Section 6.3 Vacancies. A vacancy in any office created by resignation, death, or removal prior to the end of an officer's term may be filled by majority vote of the Board of Directors, and the appointed officer shall serve the remainder of the unexpired term and may be reappointed.

Section 6.4 President. The President, when one is elected, may be declared by the Board of Directors to be the chief executive officer of the Foundation, and if so, shall have general and active management of the business of the Foundation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall be ex officio a member of all standing committees. The President of the Board of Directors shall call meetings of the Board of Directors and shall act as chairman of such meetings.

Section 6.5 Vice-President. The Vice-President shall perform such duties as are generally performed by Vice-Chairmen. The Vice-President shall perform such other duties and exercise such other powers as the Board of Directors or the President shall request or delegate.

Section 6.6 Secretary. The Secretary shall attend all sessions of the Board of Directors and record all votes and the minutes of all proceedings in books to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, any notice required to be given of any meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he shall be.

Section 6.7 Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Foundation, and shall deposit, or cause to be deposited, in the name of the Foundation, 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; he shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Foundation, and in general, he shall perform all the duties incident to the office of a Treasurer of a corporation, and such other duties as may be assigned to him by the Board of Directors or the President.

Section 6.8 Absence of Officer. In case of the absence of any officer of the Foundation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, any or all of the powers or duties of such officer to any officer or to any director.

Section 6.9 Compensation of Officers. No officer of the Foundation who is a Director shall receive compensation for services as an officer.

ARTICLE 7

Committees

Section 7.1 Committees. The Board of Directors may establish committees in order to accomplish the purposes and implement the Bylaws of the Foundation. The provisions of these Bylaws governing meetings, actions without meetings, notice and waiver of notice, and quorum and voting requirements apply to committees if they are given the authority to act on behalf of the Board of Directors. At least two Directors must serve on a committee which is given authority to act on behalf of the Board of Directors. A committee may not authorize distributions; approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all the Corporation's assets; elect, appoint, or remove Directors or fill vacancies on the board or on any committee; or adopt, repeal, or amend the Articles of Incorporation or these Bylaws. The Board of Directors shall appoint all committee members. The Board of Directors may designate a chairman of a committee or instruct the committee to elect a chairman.

Section 7.2 Standing Committees. The Foundation shall have the following standing committees:

- (a) Finance Committee
- (b) Fundraising Committee
- (c) Scholarship Committee
- (d) Support Project Committee

Section 7.3 Finance Committee. This committee shall consist of at least three (3) members, one (1) of whom shall be appointed each year for a term of three (3) years. It shall be the duty of this committee:

- (a) To prepare and recommend the budget of the Foundation in sections

relating to general administration, scholarship awards, other projects, and endowment accumulation and expenditure.

- (b) To recommend depositories for the funds of the Foundation.
- (c) To supervise the books and records of the Foundation.
- (d) To counsel the Board of Directors on all matters pertaining to the finances of the Foundation.

Section 7.4 Fundraising Committee. This committee shall consist of at least five (5) members. The duty of this committee is to develop strategies and projects for the purpose of raising funds for the Foundation. Such strategies and projects shall be recommended to the Board of Directors for approval prior to implementation.

Section 7.5 Scholarship Committee. This committee shall consist of six (6) members, two appointed each year for a term of three (3) years. It shall be the duty of this committee:

- (a) To establish criteria for scholarships.
- (b) To accept and evaluate applications for scholarships.
- (c) To select recipients of scholarships (the committee may appoint an evaluation panel to assist in evaluating applications).

Section 7.6 Support Project Committee. This committee shall consist of at least three (3) members, one (1) of whom shall be appointed each year for a term of three (3) years. It shall be the duty of this committee:

- (a) To identify needs of the South Carolina National Guard and its members.
- (b) To recommend programs or funding opportunities to meet the needs of the South Carolina National and its members.
- (c) To administer programs adopted by the Board of Directors in accordance with instructions from the Board of Directors.

Section 7.7 Additional Committees. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate one or more additional committees which shall have such name or names and shall have and may exercise such powers of the Board of Directors in the management of the business and affairs of the Foundation, as may be determined from time to time by the Board of Directors.

ARTICLE 8

Contracts, Loans, Deposits, and Checks

Section 8.1 Contract Authority. Only the President and Secretary, jointly, or any other officers or employees expressly authorized by the Board of Directors, may, in the name of and on behalf of the Foundation, enter into contracts or execute and deliver instruments as specifically or generally authorized by the Board of Directors by resolution.

Section 8.2 Loans. No loans or advances will be contracted on behalf of the Foundation, and no note or other evidence of indebtedness will be issued in its name, except as authorized by the Board of Directors.

Section 8.3 Deposits. All funds of the Foundation not otherwise employed will be deposited in banks or other depositories approved by the Board of Directors.

Section 8.4 Checks, Drafts, Etc. All checks, drafts, endorsements, notes and evidences of indebtedness of the Foundation, and all endorsements for deposits to the credit of Foundation, will be signed by the President or Vice-President, together with the Treasurer or Secretary, or such officers or agents as authorized by the Board of Directors.

ARTICLE 9

Indemnification

Section 9.1 Liability. A Director will not be required to furnish any bond or surety for his or her services as a Director, and will not be liable for the act or omission of any other Director.

Section 9.2 Indemnification. Any person made or threatened to be made a party to any action in court or other proceeding because he or she is or was a Director or officer of the Foundation will be indemnified by the Foundation against any and all liability and the reasonable expenses, including attorney's fees, incurred in connection with the defense or settlement of the action, except where it is adjudged that the Director or officer is liable for gross negligence, bad faith, or willful misconduct in performing his or her duties. The right of indemnification will not be excluded any other rights of the Director or officer.

Section 9.3 Insurance. The Board of Directors may purchase and maintain at the Foundation's expense insurance on behalf of the Foundation and others and give indemnification to the extent permitted by law.

ARTICLE 10

Amendments and Severability

Section 10.1 Amendment or Repeal of Bylaws. Upon the approval of at least 2/3 of the members of the Board of Directors of the Foundation, these Bylaws may be amended or repealed and new Bylaws may be adopted by the Board of Directors.

Any notice of meetings of the Board of Directors at which these Bylaws are to be amended or repealed or new Bylaws adopted shall include notice of such proposed action and shall contain or be accompanied by a copy or summary of the proposed amendment.

Section 10.2 Severability. If any provision of these Bylaws or the application thereof to any person or circumstance shall be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision shall be complied with or enforced to the greatest extent permitted by law as determined by such court, and the remainder of these Bylaws and the application of such provision to other persons or circumstances to be affected thereby shall continue to be complied with and enforced to the greatest extent permitted by law.

ARTICLE 11

Dissolution

Section 11.1 Procedure for Dissolution. The Foundation may be dissolved and its business and affairs terminated upon a vote of at least two-thirds of the Directors in office at the time the dissolution is approved at a meeting of which written notice mailed to each Director shall be given at least ten days previously thereto. Such notice shall state the purpose of the proposed meeting. After dissolution is approved, Articles of Dissolution shall be filed with the Secretary of State.

Section 11.2 Distribution of Corporate Assets. Upon dissolution of the Foundation and after all its debts and expenses have been paid, all its assets which may be legally so distributed shall be distributed in conformity with these Bylaws and for the purposes set forth herein and in the Foundation 's Articles of Incorporation. All remaining assets of the Foundation shall be turned over to one or more organizations which are governmental entities or exempt organizations described in Sections 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law.

ARTICLE 12

Miscellaneous

Section 12.1 Fiscal Year. The fiscal year for the Foundation shall run from January 1 to December 31 of each year.

Section 12.2 Proxies. Any stock in any other corporation which may from time to time be held by the Foundation may be represented and voted at any meeting of stockholders of such other corporation by any person or persons thereunto authorized by the Board of Directors or if no one is specifically authorized, by the President or Vice-President.

Section 12.3 Notices. Except as otherwise provided by law, whenever any notice is required to be given under the provisions of the South Carolina Code, or under the provisions of the Articles of Incorporation or Bylaws of the Foundation, 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 Foundation for inclusion or filing with the minutes or corporate records, shall be equivalent to the giving of such notice.

I certify that these Amended and Restated Bylaws of the Foundation were duly adopted and ratified by the Board of Directors at a special call meeting of the Board of Directors held on April 6th, 2014.

A handwritten signature in black ink, appearing to read 'B. Miller', is written above a horizontal line.

President