

BYLAWS

Carolina Dance Collaborative

ARTICLE I: NAME, Officers and Location

1.01 Name

The name of this corporation shall be Carolina Dance Collaborative (CDC), a private nonprofit organization incorporated in the State of South Carolina, henceforth referred to as the Corporation or CDC.

1.02 Area

The primary area of benefit shall be the Upstate of South Carolina; however, other communities may be supported by the Corporation.

1.03 Principal Office

Initially, CDC will not have a main office but will meet with the Board of Directors in various locations. Staff members will work primarily from their homes. Later, the office may be located where the Board of Directors considers it to be most beneficial. CDC's mailing address will be through a local PO Box at:
PO Box 5432 Greenville, SC 29606.

1.04 Other Offices.

The Corporation may have offices at such other places in South Carolina or outside the State of South Carolina as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

ARTICLE II: PURPOSES AND POWERS

2.01 Purpose

CDC is a non-profit corporation organized exclusively for educational charitable purposes under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. Carolina Dance Collaborative (CDC) is a South Carolina non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section

501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Prohibition on Legislature Influence: The Corporation 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. No substantial part of the activities of the Corporation shall be attempting to influence legislations by propaganda or otherwise; except that the Corporation may make the election provided for in Section 501(h) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue laws (the "Code") with respect to influencing legislation and, only if it so elects, may make lobbying or grassroots expenditures as allowed under Section 501(h)(1)

(d) Distribution Upon Dissolution. Upon termination or dissolution of Carolina Dance Collaborative (CDC), any assets lawfully available for distribution shall be distributed to one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, (or described in any corresponding provision of any successor statute), which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

ARTICLE III: MEMBERSHIP

3.01 No Membership Classes

The Corporation shall not have a general membership base. The Corporation shall be governed by a Board of Directors.

3.02 Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website.

Affiliates have no voting rights, and are not members of the corporation.

ARTICLE IV: BOARD OF DIRECTORS

4.01 Number of Directors

CDC shall have a board of directors consisting of at least 5 and no more than 14 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of CDC shall be managed under the direction of the board, except as otherwise provided by law. The Board will have the authority to hire all staff members to execute the daily and other affairs of the Corporation. The Board shall consider and approve a budget for each fiscal year. The Board of Directors shall have general control of the affairs, funds and property of the Corporation and shall determine policy and establish guidelines for the effective conduct of the business affairs of the Corporation.

4.03 Terms

- (a) All directors shall be elected to serve one, two-year terms, however the term may be extended until a successor has been elected.
- (b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- (c) Directors may serve terms in succession.
- (d) The term of office shall be considered to begin August 1 and end July 30 of the third year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in July of each year.

4.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

- (a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.06 Removal of Directors

A director may be removed by two-thirds vote of the board of directors then in office, if:

- (a) The director is absent and un-excused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:
- (b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

If any directors are removed, new directors shall be appointed by the officers of the Corporation, and these new appointees will take office immediately.

4.07 President of the Board. A President of the Board of Directors shall be elected by the directors from their number at any meeting of the Board. The President shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

4.08 Compensation. No compensation shall be paid to directors as such, for regular board service. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation thereof. Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board's Conflict of Interest policy and state law.

4.09 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with South Carolina Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE V: BOARD OF DIRECTORS MEETINGS

5.01 (a) Regular Meetings.

- (a) The board of directors shall have a minimum of four (4) regular meetings each fiscal year at times and places fixed by the board. Attendance is provided virtually or in person.
- (b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors.
- (c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with South Carolina law.

5.02 Manner of Acting.

- (a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum of 2 directors are not present.
- (b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(C) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

ARTICLE VI: COMMITTEES

6.01 Committees

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of 1 or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (b) fill vacancies on the board of directors ;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (e) expend corporate funds to support a nominee for director.

6.02 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

6.03 Informal Action By The Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum.

ARTICLE VII: OFFICERS

7.01 Board Officers

The officers of the corporation shall be a board president/chair, vice-president/vice-chair, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.

7.02 Term of Office

Each officer shall serve one two-year term of office and may not serve more than four(4) consecutive terms of office. Unless unanimously elected by the board at the end of his/her four (4) terms or to fill a vacancy in an

officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

7.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

7.04 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors. He or she shall promote the interests of the corporation and shall be the accredited representative of the Corporation at outside meetings unless he or she shall delegate this authority to another officer or member of the Corporation. The President shall be the principal executive officer of the Corporation and subject to the control of the Board of Directors, shall in general supervise and control all of the day to day business and affairs of the Corporation. He or she shall sign, along with the secretary of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors 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 he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

7.05 Vice President/Programming

In the absence or disability of the board president, the vice- shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

7.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

7.07 Treasurer

The treasurer shall: (a) be the lead director for oversight of the financial condition and affairs of the corporation, responsible for all funds and securities of the Corporation, receive and give receipts for money due and payable to the Corporation from any source whatsoever, and are made available to the board of directors on a

timely basis or as may be required by the board of directors (b) prepare, or cause to be prepared, a true statement of the Corporation's revenues and expenditures, and its assets and liabilities at least quarterly, all in reasonable detail, which shall be made and filed at the Corporation's principal place of business in the State of South Carolina and thereat kept available for a period of at least ten years; (c) prepare at least quarterly a summary of the Corporation's loans and investments as applicable;. (d)The treasurer shall perform all duties properly required by the board of directors or the board president. (e) appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

ARTICLE VIII: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

8.01 Contracts and other Writings

The Board of Directors may authorize a specific officer(s), agent(s) to enter into a contract deeds, leases, mortgages, grants, and other agreements to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

8.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

8.03 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 depository as the board or a designated committee of the board may select.

8.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

ARTICLE IX: MISCELLANEOUS

9.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

9.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

9.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

9.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Carolina Dance Collaborative (CDC) not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

9.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.

(c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE X: AMENDMENT OF Articles of Incorporation

14.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Carolina Dance Collaborative (CDC) . were approved by Carolina Dance Collaborative (CDC)'s board of directors on Saturday, December 30, 2017 and constitute a complete copy of the Bylaws of the corporation.

Secretary Teagan Hance

Date: 12/29/17