

EAT SMART MOVE MORE SOUTH CAROLINA
A SOUTH CAROLINA NONPROFIT CORPORATION

BYLAWS

Article I Name, Mission, and Vision

Section 1. Name

The name of the organization is the Eat Smart Move More Coalition South Carolina (ESMMSC).

Section 2. Mission

The mission of the ESMMSC is to coordinate collaborative and sustainable efforts to support healthy eating and active living where South Carolinians live, learn, work and play.

Section 3. Vision

The vision of the ESMMSC is to have a South Carolina in which healthy eating and active living are the pillars of healthy lifestyles in healthy communities.

Section 4. Incorporation

ESMMSC has incorporated in accordance with the provisions of Chapter 31, Title 33 of the South Carolina Code of Laws of 1976, and is organized and operated exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article II Board of Directors

Section 1. Powers of the Board of Directors

The Board of Directors is responsible for overall policy and direction of ESMMSC, and delegates responsibility for day-to-day operations to the Executive Director.

Section 2. Membership for the Board of Directors

The Board shall have up to 18 but not fewer than 12 members.

Section 3. Term and Election of the Board of Directors

The term of Directors shall be staggered. Initial Board members shall serve staggered

terms of one, two, and three years. Thereafter, Board members shall serve two-year terms with one-third of the Directors elected at the end of the calendar year. During the last quarter of the calendar year of the organization, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the calendar year. This election shall take place during a regular meeting of the Directors, called in accordance with the provisions of these bylaws. New Directors shall be elected by a majority of Directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next calendar year. Directors may serve two (2) consecutive terms if they have either served on the executive committee or as a chair of a standing committee. Board members must go off the board for at least one year before serving again.

Section 4. Qualifications of the Board of Directors

The Board of Directors should be experienced or interested in the promotion of physical activity, healthy eating, and healthy lifestyles, and represent as responsibly possible the various social, economic, geographic, and ethnic demographic segments of the State of South Carolina. The Board of Directors shall include representatives of government agencies or statewide commissions that support ESMMS's mission. At least eight Board members will be members at-large.

Section 5. Quorum of Board of Directors and Actions by the Board

A majority of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. The act of a majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board.

Section 6. Meetings of the Board of Directors; Notice

- (a) The Board of Directors shall meet at least quarterly, at an agreed upon time and place, but may meet more frequently if circumstances require.
- (b) Special meetings of the Board of Directors shall be called at the request of the Chairman, Vice-Chair, or one-third of the Board. Notices of special meetings shall be sent out by the Chairman, Vice-Chair, or the Secretary to each Board member at least three days in advance.
- (c) An official Board meeting requires that each Board member have written notice at least seven days in advance.

Section 7. Informal Action by Board of Directors; Meetings by Conference Telephone

- (a) Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of the Directors consent in writing through fax, mail, or

by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents by the Directors shall be filed with the minutes of the next board meeting.

(b) Any or all Directors may participate in a meeting of the Board of Directors or a Committee of the Board by means of a conference telephone, video phone, or other electronic medium. The Board may agree to meet by any means by which all persons participating in the meeting are able to communicate with one another. Such participation shall constitute presence in person at the meeting.

Section 8. Voting by the Board of Directors

Each Director shall have one vote. All voting at meetings shall be done personally, and no proxy shall be allowed.

Section 9. Compensation for the Board of Directors

Directors shall not receive any compensation from ESMMS, except that Directors may be reimbursed for reasonable, pre-approved expenses incurred in the performance of their duties to the organization.

Section 10. Absence from Board Meetings

In the event that a member needs to be absent, s/he must inform the Chairman and/or the Executive Director. Any Director who is absent from three consecutive Board meetings without communicating to the Chairman or the Executive Director shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant.

Section 11. Removal of Directors

A Director may be removed without cause by a majority vote of the Board of Directors at any regularly scheduled or special meeting of the Board of Directors, or whenever in its best judgment the best interests of the organization would be served.

Section 12. Resignation of Directors

A Director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 13. Vacancies of Directors

When a vacancy on the Board exists mid-term, the Chairman will create an ad hoc nominating committee that will receive nominations for new members from present

Board members. These nominations shall be distributed to Board members and will be voted upon at a regularly scheduled meeting within three months of the announcement of the vacancy. These vacancies will be filled only for the remainder of the particular Board member's term.

Article III Officers, Executive Director, and Duties

Section 1. Officers

The officers of the corporation shall be a Chairman, Vice-Chairman, Secretary, and Treasurer. They will serve two-year terms.

Section 2. Chairman

The Chairman shall be the chief volunteer of the organization. S/he shall call and preside at meetings of the members and Board of Directors, shall be an ex officio member of all committees, and shall nominate the members and chairmen of such committees for approval by the Board. S/he shall appoint all standing or ad-hoc committees and their chairpersons. S/he shall, to the fullest extent possible, share his/her duties and authorities with the Vice-Chairman, but in matters of disagreement, the opinion of the Chairman shall prevail.

Section 3. Vice-Chairman

The Vice-Chairman shall exercise the powers and perform the duties of the Chairman in the absence or disability of the latter and shall have such powers and duties as may be prescribed for him by the Chairman or Board of Directors. S/he shall consult with the Chairman to the fullest extent possible and work to carry out such duties and responsibilities as the Chairman requests.

Section 4. Secretary

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of the minutes at all Board meetings, sending out meeting announcements, distributing copies of the minutes and the agenda to each Board member, and assuring that corporate records are maintained. S/he shall turn over to his/her successor all records and property belonging to the corporation as s/he may have in his/her possession.

Section 5. Treasurer

The Treasurer shall make a finance report at each Board meeting. Working with the Executive Director, the Treasurer shall have general supervision of the financial records and transactions of the corporation.

Section 6. Executive Director

The Executive Director shall be the chief executive officer of the corporation. S/he shall have the general powers and duties usually vested in the office of President of a corporation including responsibility for planning, supervising and directing the program and operations of the corporation; and s/he shall have such other powers and duties as may be prescribed by the Board of Directors

Article IV Committees

Section 1. Committees

There shall be six standing committees: Executive Committee, Finance/Audit Committee, Advocacy Committee, Communications Committee, Project and Program Committee, and Training and Education Committee. Ad-Hoc Committees may be appointed by the Chairman as required when necessary and appropriate. Committee chairs must be members of the Board of Directors. Committee members may be picked from ESMMSM membership.

Section 2. Terms of Office

Each member of a committee shall serve for two years.

Section 3. Executive Committee

The officers of the corporation, plus a member-at-large, serve as members of the Executive Committee. The Executive Committee shall provide general supervision of the affairs of the corporation; develop policies and procedures necessary for carrying out the purposes of the corporation based on input from the Board; set agendas for the general meetings; act on behalf of the corporation during the intervals between general meetings; supervise the Executive Director; and receive and review secretarial, financial, and other reports. The Committee shall report all action taken by it to the Board at the next regular meeting succeeding the taking of such action. The duty of the Member-at-Large is to serve as a representative of the Board to the Executive Committee.

Section 4. Finance Committee

The Treasurer is the chair of the Finance Committee, which includes three other Board members selected by the Chairman. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget by working closely with the Executive Director. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income.

Section 5. Advocacy Committee

The Advocacy Committee will develop, execute, and implement a comprehensive advocacy agenda to promote ESMMSC's mission and vision.

Section 6. Communications Committee

The Communications Committee will develop, execute, and implement a communications plan to promote ESMMSC's mission and vision.

Section 7. Project and Program Committee

The goals of the Project and Program committee will be to increase the number of collaborative, statewide projects and initiatives, increase the number of state-level champions and sponsors, assist in facilitating collaboration and connection among community partners, fund community-level, evidence-based promising practices, and support statewide evidence-based promising practices.

Section 8. Training and Education Committee

The Training and Education Committee will provide training and conduct needs assessments of community partners to guide future activities.

Article V. Miscellaneous

Section 1. Parliamentary Authority

The Parliamentary authority shall be Robert's Rules of Order, as amended. The rules contained in Robert's Rules of Order shall govern the corporation in all cases to which they are applicable, and in which they are not inconsistent with ESMMSC bylaws or state and federal law.

Section 2. Amendments to Bylaws

The bylaws may be amended by two-thirds vote of the Board of Directors of members present at any of the general meetings of the Board, provided that a copy of the proposed amendment(s) shall have been sent to each member of the Board seven days prior to the meeting at which the amendment will be presented and voted upon.

Section 3. Fiscal Year

The fiscal year of the corporation shall begin the first day of January and end the last day of December of each year.

Section 4. Indemnification and Insurance

ESMMSC shall, to the extent legally permissible, indemnify each person who may serve

or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which s/he may become involved by reason of his/her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which s/he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 5. Conflict of Interest

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 6. No Political Activity

ESMMSC shall not participate in, directly or indirectly, any political campaign on behalf of or in opposition to any candidate for public office. ESMMSC is a bi-partisan corporation and shall not engage in any partisan activities.

Section 7. Nondiscrimination

ESMMSC is an equal opportunity employer and shall make available its services without regard to race, creed, age, sex, ethnicity, or national origin.

Section 8. Dissolution

Dissolution will require a two-thirds (2/3) majority vote of the Board of Directors. In the event dissolution is contemplated, at least ten (10) days prior written notice setting forth a proposed action and time and place of meeting shall be given to all Directors. Upon the dissolution of the organization, the officers shall, after paying or making provisions for the payment of all liabilities of the association, dispose of all the assets of the association used exclusively for the purposes of the association, in such manner or to such organization organized and operated exclusively for charitable, educational, or scientific purposes as the officers shall determine, at the time, qualify the association as an exempt organization under the Internal Revenue Code of 1954.

CERTIFICATION

This is to certify that the foregoing bylaws Eat Smart Move More South Carolina Nonprofit Organization have been duly adopted by the Board of Directors at a meeting held on **DATE**.

Approved: 10/99
Revised: 4/01
Revised: 2/05
Revised: 9/07
Revised: ?/09