
The Outreach Foundation

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PUBLIC DOCUMENT

Bylaws

A South Carolina Nonprofit Corporation
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ARTICLE I – NAME, OFFICES & PURPOSE

Section 1.1 – Name. The name of this corporation is The Outreach Foundation (the "Corporation"). The Corporation is a public benefit corporation under the South Carolina Nonprofit Corporation Act.

Section 1.2 – Principal office. The principal office of the Corporation is located in Laurens County, South Carolina. The Board of Directors may change the location of the principal office and may establish other offices as it considers appropriate.

Section 1.3 – Purpose. The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Its specific purposes include collecting and redistributing household furniture and goods to households in need, recovering surplus food from local retailers for distribution and community, and providing other direct community aid.

Section 1.4 – Limitations. No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered. No substantial part of the Corporation's activities shall consist of attempting to influence legislation, and the Corporation shall not participate in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE II – MEMBERSHIP

Section 2.1 – No Members. The Corporation shall have no members. All rights that would otherwise vest in members vest in the Board of Directors.

Section 2.2 – Volunteers and Supporters. The Corporation may recognize volunteers, donors, and supporters, but such recognition confers no voting rights, no right to notice of meetings, and no ownership interest in the Corporation.



ARTICLE III – Board of Directors

Section 3.1 – Powers. The business and affairs of the Corporation are managed by its Board of Directors.

Section 3.2 – Number. The Board shall consist of no fewer than three (3) and no more than seven (7) directors. A majority of directors shall not be related to one another by blood, marriage, or outside business relationship.

Section 3.3 – Term. Each director serves a term of two (2) years and may serve consecutive terms without limit. A director whose term expires continues to serve until a successor is elected and qualifies.

Section 3.4 – Election. Directors are elected by a majority vote of the directors then in office at the annual meeting.

Section 3.5 – Vacancies. A vacancy arising from resignation, removal, death, or an increase in the number of directors may be filled by a majority vote of the remaining directors, even if fewer than a quorum. A director so elected serves the remainder of the unexpired term.

Section 3.6 – Resignation. A director may resign at any time by written notice to the President or Secretary, effective on receipt unless a later date is stated.

Section 3.7 – Removal. A director may be removed, with or without cause, by all directors in office except one, at a meeting for which each director received at least seven (7) days' written notice that the removal will be voted on, unless that notice is waived in writing.

Section 3.8 – Compensation. Directors serve without compensation but may be reimbursed for reasonable expenses incurred on behalf of the Corporation.



ARTICLE IV – Meetings and Quorum

Section 4.1 – Annual Meeting. The Board shall hold an annual meeting for the election of directors and officers and for the transaction of other business.

Section 4.2 – Regular Meetings. The Board shall meet at least quarterly at a time and place it determines. No additional notice is required for regular meetings held on a schedule the Board has adopted.

Section 4.3 – Special Meetings. Special meetings may be called by the President or by any two directors.

Section 4.4 – Notice. Notice of a special meeting stating the date, time, place, and purpose shall be given to each director at least seven (7) days in advance by mail, or at least two (2) days in advance by email, telephone, or personal delivery. A director may waive notice in writing, and attendance at a meeting constitutes waiver unless the director attends solely to object to the lack of notice.

Section 4.5 – Quorum. A majority of the directors then in office constitutes a quorum. If a quorum is not present, those present may adjourn the meeting to a later date.

Section 4.6 – Voting. Each director has one vote. The act of a majority of directors present at a meeting at which a quorum is present is the act of the Board, except where these Bylaws or South Carolina law require a greater number.

Section 4.7 – Remote Participation. Directors may participate by conference call, video conference, or any means by which all participants can hear one another simultaneously. Such participation counts as presence in person.

Section 4.8 – Action Without a Meeting. Any action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all directors, evidenced by one or more written consents describing the action and signed by each director. The consents shall be included in the minutes, and the action is effective when the last director signs unless the consent states a different date.

Section 4.9 – Minutes. The Secretary shall keep minutes of all meetings, recording attendance, actions taken, votes, any director's dissent or abstention, and any conflict of interest disclosures.



ARTICLE V – Officers

Section 5.1 – Officers. The officers of the Corporation are a President, a Secretary, and a Treasurer. The Board may create additional offices as it sees fit. One person may hold more than one office, except that the offices of President and Secretary shall not be held by the same person.

Section 5.2 – Election and Term. Officers are elected by the Board at the annual meeting and serve two-year terms until a successor is elected. An officer may be removed by a majority vote of the Board at any time, with or without cause.

Section 5.3 – President. The President presides at meetings of the Board, serves as the principal executive officer, and performs other duties the Board assigns.

Section 5.4 – Secretary. The Secretary keeps the minutes of all Board meetings, gives required notices, maintains the corporate records and the roster of directors, and is custodian of the corporate seal, if any.

Section 5.5 – Treasurer. The Treasurer oversees the funds and financial records of the Corporation, ensures accurate books of account are kept for all receipts and disbursements, presents a financial report at each regular meeting and an annual report to the Board, and ensures required federal and state filings are made on time.

Section 5.6 – Vacancies. A vacancy in any office may be filled by the Board for the unexpired portion of the term.



ARTICLE VI – Conflict of Interest

Section 6.1 – Purpose. This policy protects the Corporation's interest when it contemplates a transaction that might benefit the private interest of a director or officer.

Section 6.2 – Interested Person. A director or officer who has, directly or indirectly, a financial interest in a transaction or arrangement with the Corporation is an interested person. A financial interest includes an ownership or investment interest in, or a compensation arrangement with, any entity or individual with which the Corporation has or is negotiating a transaction.

Section 6.3 – Duty to Disclose. An interested person shall disclose the existence and material facts of the financial interest to the Board before any discussion or vote on the matter.

Section 6.4 – Determining Whether a Conflict Exists. After disclosure, the interested person shall leave the meeting while the remaining directors discuss and decide whether a conflict of interest exists.

Section 6.5 – Procedure. If a conflict exists, the interested person may present information but shall then leave the meeting during the discussion and vote. The Board shall determine whether a more advantageous arrangement is reasonably available. If not, the Board shall decide by a majority vote of the disinterested directors whether the transaction is in the Corporation's best interest, is fair and reasonable, and shall be approved.

Section 6.6 – Violations. If the Board has reasonable cause to believe a person has failed to disclose a conflict, it shall inform the person and give them an opportunity to explain. If the Board determines a failure to disclose occurred, it shall take appropriate corrective and disciplinary action.

Section 6.7 – Records. The minutes shall record the names of persons who disclosed a financial interest, the nature of the interest, the Board's determination of whether a conflict existed, the names of persons present for the discussion, a summary of the discussion including any alternatives considered, and the vote, including who abstained.

Section 6.8 – Annual Statement. Each director and officer shall annually sign a statement affirming they have received, read, and understand this policy and agree to comply with it.

Section 6.9 – Compensation. A director or officer who receives compensation from the Corporation may not vote on any matter concerning their own compensation.



ARTICLE VII – Records, Fiscal Year, Amendments, and Dissolution

Section 7.1 – Books and Records. The Corporation shall keep correct and complete books and records of account, minutes of all Board meetings, and a record of the names and addresses of its directors. Records of every donation received, every item distributed, and every sale or disbursement shall be maintained.

Section 7.2 – Inspection. Any director may inspect the Corporation's books, records, and physical properties at any reasonable time.

Section 7.3 – Fiscal Year. The fiscal year of the Corporation begins January 1 and ends December 31.

Section 7.4 – Indemnification. The Corporation shall indemnify its directors and officers against expenses actually and reasonably incurred in connection with any proceeding arising from their service, to the fullest extent permitted by the South Carolina Nonprofit Corporation Act.

Section 7.5 – Amendments. These Bylaws may be amended or repealed by all directors then in office except one, provided that each director receives at least seven (7) days' written notice that the amendment will be voted on, unless that notice is waived in writing.

Section 7.6 – Dissolution. Upon dissolution, the Board shall, after paying or making provision for the Corporation's liabilities, distribute all remaining assets exclusively for the purposes of the Corporation to one or more organizations then qualified as exempt under Section 501(c)(3) of the Internal Revenue Code, or to a federal, state, or local government for a public purpose. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office is located.

