

**BYLAWS OF THE GREENVILLE  
COUNTY BIRD CLUB, INC.**

**ARTICLE I: NAME AND LOCATION**

The name of this organization shall be the Greenville County Bird Club (GCBC), located in the upstate of South Carolina (hereinafter referred to as “the Organization”).

**ARTICLE II: OBJECTIVES**

**Section 2.1 Objectives**

The objectives of the Greenville County Bird Club shall be:

- To promote the observation, study, and enjoyment of birds in, but not restricted to, the upstate of South Carolina.
- To provide opportunities for birders to become acquainted, and to share information and experience.
- To conduct bird-related projects.
- To support the protection and conservation of birds and their habitats.

In order to fully pursue these objectives, the Organization shall have full power and authority to purchase, own, lease, or dispose of property, both real and personal, and generally to perform all acts which may be deemed necessary for the fulfillment of these objectives.

**Section 2.2 Earnings**

No part of the net earnings of the Organization shall inure to the benefit of any trustee, office, or individual; nor shall any of the Organization’s net earnings, or any of the property or assets of the Organization be used other than for the objectives and purposes of the Organization. The Organization shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose.

**Section 2.3 Activities**

No substantial part of the activities of the Organization shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Organization participate in or intervene in any political campaign on behalf of any candidate for public office.

**ARTICLE III: MEMBERSHIP AND DUES**

**Section 3.1 Qualifications** Any person (or family) who subscribes to the objectives of the club shall be eligible for membership in the GCBC.

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## **Section 3.2 Admission and Dues**

Upon payment of membership dues, a person (or family) shall be considered a member of the Organization, receiving all the rights, duties, and privileges given by the Organization. Membership dues shall be set by a majority vote of the Board of Directors (hereinafter referred to as "the Board"). Requirements for supplementary dues payments will be assessed by the Board on a regular basis and their decision that supplemental dues are required will be communicated to the membership. Non-payment of dues shall result in loss of membership.

## **Section 3.3 Duties and Responsibilities of Members**

All members are required to maintain an up-to-date and active electronic mail address on file with the Organization. Failure to comply may result in the loss of all rights and privileges associated with membership, up to and including loss of membership.

Members shall fail to affirm their interest in the activities of the Organization by non-payment of dues, or by declaring their disinterest in the activities of the Organization at any time via an official communication to a Board member. The Board may also, from time to time, send a solicitation to confirm continuing interest. Failure to respond to this solicitation will be deemed a declaration of disinterest.

For voting purposes, each membership consisting of more than one person shall receive only one vote.

## **Section 3.4 Expulsion and Reinstatement**

The Board reserves the right to terminate any membership for failure to maintain eligibility. The Board also reserves the right to reinstate membership status upon restoration of eligibility.

## **ARTICLE IV: BOARD OF DIRECTORS**

### **Section 4.1 Number**

The Board of Directors shall consist of not fewer than five and not more than nine members elected by the membership in accordance with Section 4.4.

In addition, standing committee heads shall be *ex-officio* members of the Board. The immediate past president shall serve as an *ex-officio* member for one year immediately following the election of a successor if the past president is no longer otherwise on the Board.

All elected Board members shall have one vote; the standing committee heads and the immediate past president shall be *ex-officio* (non-voting) Board members.

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The Board may, by resolution or amendment, increase or decrease the size of the Board, subject to the minimum and maximum size requirements, at any time.

### **Section 4.2 Duties**

The Board shall be responsible for the oversight and management of all operations and activities of the Organization while actively seeking to further its purposes and objectives. The Board shall have supervision, control, and direction of the management, affairs, and property of the corporation. The Board shall be responsible for the election of officers of the organization and for determining its policies and goals.

### **Section 4.3 Power**

The Board shall have all powers and authority granted to it by the laws of the State of South Carolina, including all powers necessary or appropriate for the management and affairs of the Organization.

### **Section 4.4 Election of the Board of Directors**

Prior to the end of each Board term, the president shall appoint a Nominating Committee to prepare a slate of candidates. Nominations may be made by any member of the GCBC.

The Nominating Committee shall administer a vote by all club members. The election notice shall include the date and time of the deadline for voting and shall be sent at least 15 days but not more than 30 days before the deadline. The successful candidates shall be approved by a simple majority of the responses received.

### **Section 4.5 Term**

Each elected Board member shall serve for a term of two years. A Board member is limited to three consecutive terms whereby they must rotate off for at least one year before becoming eligible again. Each Director shall hold office until the expiration of the term for which he or she is elected and until his successor has been qualified and elected, or earlier as a result of resignation, removal, or death.

The appointed committee heads may continue to serve as ex-officio Board members if requested to do so by the Board.

### **Section 4.6 Removal**

Any director elected to or appointed by the Board may be removed with or without cause by a two-thirds vote of all Directors then in office at any regular meeting, or special meeting called for the purpose of removing a Director. Upon written request of the removed Director, a review by the full Board of any removal shall occur within two weeks of the request.

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**Section 4.7 Resignation**

A Director may resign at any time by giving written notice of such resignation to the Board. Such resignation shall take effect either upon receipt of notice or at a later date specified in the notice.

**Section 4.8 Vacancy**

Any vacancy on the Board for any reason may be filled immediately and for the remainder of the unexpired term by action of the Board. If the vacancy would cause the board to have fewer than five members, the vacancy shall be filled immediately and for the remainder of the unexpired term.

**ARTICLE V: BOARD MEETINGS AND COMMITTEES**

**Section 5.1 Annual Meeting; Notice**

The Board shall meet at a minimum once a year, and as necessary as determined either by the President or a majority of the Board members. Notice of meetings shall be given by the President at least seven days but not more than 30 days before the date of the meeting.

**Section 5.2 Special Meeting; Notice**

Special Meetings of the Board may be called either by request of the President or by a majority of the Board members. Notice of the time and place of such Special Meetings shall be given by the President or Board not less than 24 hours and not more than 30 days before such designated meeting.

**Section 5.3 Quorum**

At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum. If a quorum exists, the act of a majority of the Directors present at the time shall constitute an official action of the Board.

**Section 5.4 Committees**

The President may designate and appoint one or more committees for the exercise of the authority of the Board in the management of the Organization, but only to the extent specified by the appointment or in the bylaws of the Organization. Committees shall report to the Board in a timely manner.

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**ARTICLE VI: OFFICERS**

**Section 6.1 Number and Qualifications**

The Officers of the Organization shall consist of a President, Vice-president, Secretary, Treasurer, and such other officers with such duties and powers, not inconsistent with these Bylaws, which may be appointed or granted by the Board.

**Section 6.2 Election and Term of Office**

The Directors shall elect Officers of the Board from their number at the Annual Meeting of the Board by a majority vote. Each officer shall serve a term of one year until his or her successor shall have been elected or until he or she resigns or is removed by action of the Board. An officer may hold their position for no more than six consecutive one-year terms. One individual may simultaneously hold up to two of the following offices: Vice President, Secretary or Treasurer.

**Section 6.3 Vacancies**

In case any office of the Organization named in Section 6.1 becomes vacant for any cause, the majority of the Directors then in office shall elect an Officer to fill such vacancy for the remainder of the vacated Officer's designated term.

**Section 6.4 President**

1. Shall be the principal executive officer of the Organization.
2. Shall preside at all meetings of the Board and of the membership.
3. Shall have authority to appoint all special committees and standing committees.  
(Examples of standing committees include, but are not limited to, membership, programs, bird counts, website.)
4. Shall be authorized to sign statements and reports required to be filed with state or federal officials or agencies.
5. Shall be an ex-officio member of all special committees except the Nominating Committee.
6. Shall have general supervision of the club, subject to approval by the Board, and ensure that all resolutions of the Board are carried into effect.
7. Is authorized to represent the GCBC at meetings of other related organizations and commissions, and may delegate substitutes if deemed appropriate.
8. Shall pass on to successor any and all files and records pertaining to the position in a timely manner after leaving office.

**Section 6.5 Vice President**

1. Shall assist the President as required.
2. Shall act in all cases for and as the President in the latter's absence or incapacity.

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**Section 6.6 Treasurer**

1. Shall have the custody of the corporate funds and shall keep full and accurate records of receipts and disbursements of the corporation, and shall deposit all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board.
2. Shall disburse the funds of the corporation as directed by the Board.
3. Shall present financial statements at all Board meetings or at such intervals as the Board shall direct.
4. Shall make all reports to state and federal agencies regarding any financial information that such agencies demand including, but not limited to, tax returns.
5. Shall prepare and propose the annual budget for approval by the Board for the upcoming fiscal year of the Organization, which shall run from January 1 to December 31. The Board may change the fiscal year of the Organization as it deems necessary by resolution.
6. Shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time to time delegate.
7. Shall pass on to successor any and all files and records pertaining to the position in a timely manner after leaving office.
8. Shall take such actions required to become the Registered Agent of the Corporation through the SC Secretary of State.
9. Shall take actions required to transfer ownership/signatory powers upon changes in the position of President and/or Treasurer.

**Section 6.7 Secretary**

1. Shall have charge of such documents and papers as the Board may determine.
2. Shall record the minutes of all meetings and provide copies to the Board members.
3. Shall aid the President in the development of meeting agendas by maintaining records of incomplete actions.
4. Shall perform such other duties as may be assigned by the Board.
5. Shall pass on to successor any and all files and records pertaining to the position in a timely manner after leaving office.

**ARTICLE VII: AMENDMENTS**

**Section 7.1 Amendments; Notice**

Subject to any limitations by law, these Bylaws may be amended by a simple majority of the responses received. Any member of the Organization may propose an amendment

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which shall be submitted in writing to the President. All proposals shall provide specific wording of the amendment to be considered by the Board. Within 30 days of receipt of the proposal, the Board shall consider and may approve the proposal by a majority vote. The Board shall in turn submit any such approved amendment to the active membership for consideration. Notice of such proposal shall be given to the membership no later than 30 days after approval of such proposed amendment.

**ARTICLE VIII: SEVERABILITY**

**Section 8.1 Severability**

If any article, paragraph, subparagraph, sentence, clause, phrase, or word of these Bylaws is for any reason held to be unconstitutional or illegal, such holding shall not affect the constitutionality or legality of the remaining portions of these Bylaws.

**ARTICLE IX: DISSOLUTION**

**Section 9.1 Dissolution**

Upon dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X: ADOPTION OF BYLAWS**

These Bylaws were adopted by the Board of Directors of the Greenville County Bird Club, effective the 5th day of April, 2025.

Attest:

*Signed Copy on File*

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Carson Johnson, President