

**Greenville County Disabilities and Special Needs Board of Directors
(D.B.A. Thrive Upstate)**

BYLAWS

Section I Agency Formation and Purposes

Thrive Upstate (the "Agency") was created by Ordinance No. 2378 of the Greenville County Council, as amended, pursuant to the authority and mandate of Section 44-20-375, Code of Laws of South Carolina, as amended ("S.C. Code Ann."). The Agency has the purposes and duties set forth in the foregoing legislative acts of the State and County (the "Enabling Legislation").

The Agency provides programs and services to further the independence and enhance the lives of persons who are served. The Agency also provides safe, sanitary and affordable housing to low and moderate income families, and/or individuals with disabilities and special needs in South Carolina. **The fiscal year of the Agency is July 1st through June 30th each year.**

Section II Board of Directors

The activities of the Agency shall be directed by the members of the Board of Directors, who shall be composed, appointed, and shall serve in the manner prescribed by Greenville County Ordinance. These Bylaws are also applicable to any Interim or Temporary Board of Directors.

Section III Agency Offices

The principal business office of the Agency shall be located in the County of Greenville, South Carolina. The Agency may have such other offices as the members of the Agency may designate or as the business of the Agency may require.

Section IV Members and Officers

(A) Officers of the Board of Directors shall consist of: Chairman, Vice Chairman, and Treasurer.

(B) The Chairman shall, when present, preside at all meetings of the members, excluding committee meetings other than the Committee of the Whole. He / She shall perform all duties incidental to the office of the Chairman and such other duties as may be prescribed by the members from time to time.

(C) The Vice Chairman shall perform the duties of the Chairman in the absence of a Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. If there is no Vice Chairman, then the Treasurer shall perform such duties of the Chairman. Any Vice Chairman shall perform such other duties as from time to time may be assigned to him or her by the Chairman.

(D) The Treasurer shall serve as the chair of the Finance Committee, if so formed by the Board of Directors, and shall perform all the duties incident to the office of the

Treasurer and other such duties as from time to time as may be assigned to him or her by the Chairman or by the Board of Directors.

(E) In addition to the Governor-appointed members of the Thrive Upstate Board of Directors, there is hereby created an additional class of Board membership to be known as Advisory Members. By a majority vote, the Board of Directors may appoint up to fifteen (15) persons to serve as Advisory Members on the Board of Directors committees. Each Advisory Member so appointed shall serve a 2-year term, unless removed sooner by a majority vote of the Board, and each may serve successive terms. Once appointed, Advisory Members shall be assigned to a committee where they will be providing expertise and advice on matters that directly concern agency programs. Advisory Members shall serve in a non-voting capacity and cannot compel the board or staff to act on its recommendations or feedback. In compliance with the By-Laws of Thrive Upstate, no persons other than those who are selected as Advisory Members may serve on a Board Committee.

It is the expectation of the Board of Directors that Advisory members will bring diverse talents and experiences; provide the Board of Directors and management with objective opinions about the organization; and provide input, skills and knowledge towards specific projects. Advisory Members will be subject to ethics rules as it relates to conflicts of interest in the same manner as the Board of Directors.

Section V Election of Officers

(A) The Chairman, Vice Chairman, and Treasurer shall be elected annually for one year terms. Provided, however, that the Chairman may not serve more than three consecutive terms (i.e., three (3) years). If the office of Chairman, Vice Chairman, or Treasurer shall become vacant, the remaining members shall elect a successor for the unexpired term at the next regularly scheduled Board of Directors meeting. Election of a member to the unexpired term of Chairman shall not preclude the person so elected from being eligible to serve three additional full terms of one year each.

(B) Election of officers will be held at the January meeting of the Board of Directors each year, with terms beginning at the conclusion of the January meeting, and ending at the conclusion of the next January meeting. At the January meeting the Chairman of the Board of Directors shall open the floor to nominations, starting with the Chairman position and proceeding to Vice Chairman and Treasurer. Any party nominated shall agree to serve in the office if elected.

(C) Voting shall be by written ballot and shall proceed in the order of Chairman to Vice chairman to Treasurer. Ballots shall be signed by the voting member. A simple majority vote shall elect officers. The Chairman shall be entitled to vote once on all ballots for all offices.

(D) In the event there is only one nominee for a given office, the Chairman may ask for a motion to elect by acclamation. In the event two or more nominees are presented for the same office, the following procedure shall apply. Voting shall continue and after each ballot the nominee with the fewest number of votes shall be dropped from the ballot for the next vote until there shall be only two candidates. Voting shall then continue until one nominee is elected by majority vote. The Chairman shall designate two persons, who can be Board of Directors members and/or others, who are not nominees for office to count the votes and report the results to the body. Ballots are

considered to be public records.

(E) Existing officers installed prior to the adoption of these Bylaws shall remain in office serving their current terms. Those officers will stand for election the first January following Bylaws adoption.

Section VI Voting

(A) A majority of the members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Any action of the majority at a meeting at which a quorum is present shall be an act of the Board of Directors. If less than a majority attends the meeting, then a majority may adjourn the meeting.

(B) A member who is present at a meeting of the Board of Directors at which action on any matter is taken shall be considered to have assented to the action unless that member's abstention for a conflict or vote against the action is noted for the record prior to the end of the meeting.

(C) A simple voice vote will be appropriate to transact business. If the result of a voice vote is unclear, the Chairman may ask for a show of hands, and announce the result.

(D) If a member is unable to attend a meeting in person, but may be able to attend via electronic means (i.e., Videoconferencing, Internet or phone conference, etc), that person may vote and conduct Board business by way of electronic involvement as long as a quorum is present in person and/or electronically.

(E) Email and electronic polling and voting is allowed if due notice is published to comply with the State Freedom of Information Act, S.C. Code Ann. Section 30-4-80, as amended.

(F) There is no provision for proxy voting.

Section IX Committees

(A) The Board of Directors may create such standing and special committees with such powers and duties as the Board of Directors may determine. The Chairman will assign members to committees and the Executive Director will provide Agency staff assistance as needed. Committee recommendations will be presented to the Board of Directors for discussion and official action.

(B) A Committee of the Whole may be formed which will include all Board of Directors members and will serve to consider and act on matters brought before it which may include policy, budget/finances, appointment and annual evaluation of the Executive Director, and other necessary matters. The Chairman shall be responsible for establishing the agenda for any called Committee of the Whole meetings.

(C) All Committees must comply with the provisions of the State Freedom of Information Act, S.C. Code Ann. Section 30-4-80, as amended including but not limited to advanced notice, agendas, and publishing notes and minutes of the meeting(s).

Section X Executive Director

The Board of Directors shall employ a person who is not a member of the Board of Directors as the Executive Director. The Executive Director shall be the administrative head of the Agency to carry out the powers and duties as are set forth under State law, County Ordinance and as directed by the Board of Directors. The Executive Director shall serve at the pleasure of the Board of Directors. With the exception of the Executive Director, neither the Board of Directors nor its members shall give orders or instructions to Agency employees.

Section XI Emergency Bylaws

The members may adopt, amend, or repeal Bylaws to be effective only in an emergency, which is defined as when a quorum of the members cannot be readily assembled because of a catastrophic event. The emergency Bylaws may provide special procedures necessary for managing the Agency during the emergency, including a) how to call a meeting of the members; and b) quorum requirements for the meeting. Agency action taken in good faith in accordance with the emergency Bylaws binds the Agency and may not be used to impose liability on a member, officer or employee. The provisions of the regular Bylaws consistent with the emergency Bylaws remain effective during the emergency. The emergency Bylaws are not effective after the emergency ends. A member, officer or employee is not liable for deviation from normal procedures if the conduct was authorized by emergency Bylaws adopted as provided in this section.

Section XII Amendments

These Bylaws may be amended at any regular or special meeting of the Board of Directors, provided that notice of the proposed amendments be given in writing to all the members of the Board of Directors at least five (5) days before said meeting. An affirmative vote of a majority of the Board of Directors is necessary to amend these Bylaws.

A vote to amend the Bylaws may be temporarily actionable by means of email, phone or electronic polling of all members, provided a majority of Board Members is available for voting. The Bylaws amendment must be ratified (or nullified) at the next regularly scheduled Board meeting, a majority quorum being present. This procedure may only be employed for the provision of meeting deadlines imposed by the State of South Carolina or other funding sources, where a full Board meeting is not able to be held by the deadline.

Section VII Meetings

(A) The Board of Directors will normally meet at the Agency Offices of the Greenville County Disabilities and Special Needs Board in Greenville, South Carolina. Meetings may be monthly or at other times and/or locations the Chairman or a majority of the Board of Directors may direct.

(B) Special Meetings of the Board of Directors may be held at any time upon call by the Chairman, or by request of any three (3) members, provided not less than forty-eight (48) hours notice of the time and place of said meetings and subject is given by the Chairman. Reasonable notice shall also be given to all Board of Directors members for any regularly scheduled meeting.

(C) Regularly scheduled and special called meetings will be preceded by proper notice to the public and other interested persons in accordance with the State Freedom of Information Act, S.C. Code Ann. Section 30-4-80, as amended.

(D) The Board of Directors may meet in Executive Session in keeping with the reasons and principles set out in the Freedom of Information Act. A vote to enter Executive Session will be taken in public session. If the vote is favorable the presiding officer shall announce the specific purpose of the Executive Session as stated in the Freedom of Information Act, S.C. Code Ann. Section 30-4-70, as amended. No vote shall be taken in the Executive Session. Any votes on Board of Directors actions must take place in a public session.

(E) In all particulars not specifically set forth in these Bylaws or by Acts of the South Carolina General Assembly and Greenville County Council describing rules or procedures to be guided by the Board of Directors, the presiding officer shall be guided by the most recent edition of *Robert's Rules of Order* for the transaction of business at each meeting of the Board of Directors. The Board of Directors shall also comply with the Freedom of Information Act in the conduct of its meetings and said Act shall govern where there may be a conflict with these Bylaws or *Robert's Rules of Order*.

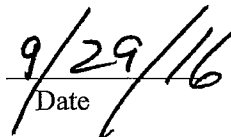
Section VIII Record of Meetings

The Board of Directors shall designate a person, who may be a non-Board of Directors member to serve as Secretary. The Secretary shall record and keep minutes of all meetings for the permanent record; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of any and all such records or designate a party to do this; and perform all other duties incident to the office of the Secretary and such duties as from time to time may be assigned by the Board of Directors.

Within a reasonable time, copies of the minutes of each Board of Directors meeting will be sent to each member as an executive record of the meeting for their study and approval or recommendations for correction at the next meeting. The minutes will be official when approved by the Board of Directors at the next Board of Directors meeting and subsequently signed as approved by the Chairman.

APPROVED AND ADOPTED by the Thrive Upstate Board of Directors; this 29th day of September, 2016.


Robert Ariail, Chairperson


Date