

SILENT VICTIMS OF CRIME BYLAWS

Article I

NAME and PRINCIPAL OFFICE

Section 1: Name. The name of this corporation is Silent Victims of Crime.

Section 2: Principal Office. Silent Victims of Crime shall maintain its Principal Office as required by the South Carolina Nonprofit Corporation Act of 1994, as amended, at 307 Circle Drive, P.O. Box 489, Townville, South Carolina 29689. The Board of Directors may designate other places within the state of South Carolina as the principal office.

Article II

PURPOSE

Section 1: Purpose. Silent Victims of Crime is incorporated under Title 33, Chapter 31 of the 1976 Code of Laws of South Carolina, as amended, for the following purposes:

1. To identify children under the age of 18 who live in the United States and have at least one incarcerated parent; and
2. To end the intergenerational cycle of incarceration by leading youth to be college bound, not jail bound.

Notwithstanding any other provision of these bylaws, the Corporation shall make its services and facilities available to the general public and shall not discriminate on the basis of race, color or gender in the administration of its policies, programs, and activities.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) and 501(k) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue laws) or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106, and 2522 of the Code (or the corresponding provision of any future United States Internal Revenue laws).

Article III

BOARD of DIRECTORS

Section 1: Authority. The Board of Directors shall have ultimate authority over the conduct and management of the affairs of Silent Victims of Crime.

Section 2: Qualifications and Number. All Directors shall be natural persons and at least 18 years of age. The number of Directors shall be fixed at no less than three (3) members and no more than ten (10) members.

Section 3: Selection of Directors. The initial Board of Directors shall be appointed by the incorporator of Silent Victims of Crime and shall serve through December 31, 2010. After the initial term is served, Board members will be elected and serve two year terms. Directors can serve unlimited consecutive terms upon election by the full Board.

Section 4: Resignation of Directors. A Director may resign at any time by delivering written notice to the Board of Directors. A resignation is effective when the notice is received unless the notice specifies a later date. If the resignation is made effective at a later date, the President may fill the pending vacancy before the effective date if the President provides that the successor does not take office until the effective date.

Section 5: Removal. Any director may be removed for cause by a two-thirds vote of the Board of Directors at a special meeting of the Board convened for such purpose. Notice of such proposed removal must be given in writing to any director sought to be removed and to the Board not less than ten days and no more than twenty prior to that special meeting. Removal for cause includes, but is not limited to, conflicts of interest, improper use of Silent Victims of Crime funds, absence from three consecutive Board of Director's meetings without just cause, or failure to maintain one's fiduciary duty to Silent Victims of Crime.

Section 6: Vacancies. Any vacancy occurring on the Board of Directors may be remedied by the affirmative vote of a majority of the remaining directors. Any vacancies on the current Board of Directors shall be filled at the next regular meeting of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 7: Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held in the first quarter of the calendar year at such a time and on such a day and hour as determined by the Board of Directors. The location, date, and time of the next annual meeting shall be an agenda item at each annual Board of Directors meeting. The Board of Directors may hold a meeting by means of a telephone conference call, or by similar communications equipment enabling all Directors participating in the meeting to hear one another. Regular meetings shall be held biannually. Written notice must be received by Directors one week in advance of the meeting.

Section 8: Special Meetings; Notice of Special Meetings. A special meeting of the Board of Directors may be called by the President or a majority of the Directors. The person calling the special meeting must notify each Director at his residential address of the date, time, place, and purpose of the meeting at least five calendar days in advance by written or electronic communication. Business conducted in the course of a special meeting shall be confined to the subjects stated in the call and matters germane thereto.

Section 9: Quorum. A majority of the Directors in office shall constitute a quorum for the transaction of business at any Board of Directors meeting. In the absence of a quorum, no formal action shall take place except to adjourn the meeting to a subsequent date.

Section 10: Action. The Board of Directors shall adopt a motion with the affirmative vote of a simple majority of Directors participating in a meeting at which a quorum is present. Any action may be taken without a meeting if the consent in writing setting forth the action so taken is signed by a majority of the Directors entitled to vote with respect to the subject matter thereof and filed with the corporate records reflecting the action taken.

Section 11: Committees and Committee Meetings. The Board of Directors, by a majority vote, may designate and delegate authority to one or more committees. Committees may be designated as a standing or ad hoc committee. Committee members may be non-Board members. The duties, constitution, and procedures of any committee shall be prescribed by the Board of Directors. A majority of each committee's members shall constitute a quorum for the transaction of business by the committee. Any committee action requires an affirmative vote of a majority of the committee members.

Section 12: Limited Liability; Indemnification. No Director shall be liable for loss to the Corporation, including any loss incurred on investment of the Corporation's funds, and no Director shall be liable to anyone for any acts on behalf of the Corporation or for any omissions with respect to the Corporation committed by such Director, except in the event of such Director's willful neglect or default or intentional misconduct. The Corporation shall indemnify all Directors against all liabilities and expenses.

Section 13: Compensation. Directors shall not receive compensation for serving on Silent Victims of Crime's Board of Directors, but may receive reimbursement for expenses incurred in conducting the business of the Corporation. Treasurer shall approve expenses exceeding \$100 prior to Director incurring the costs.

Article IV **OFFICERS**

Section 1: Type and Term. The Officers of Silent Victims of Crime shall be President, Secretary, and Treasurer. The initial Officers shall be appointed by the incorporator of Silent Victims of Crime and shall serve until December 31, 2010. Each Officer shall be a director. After the initial term is served, Officers shall be elected by the Board and shall serve a term of two years. The Board may elect or appoint such other Officers as it determines.

Section 2: Duties of President. The President shall be the Chief Executive Officer, shall call and preside at all Board meetings, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

Section 3: Duties of Vice President. The Board of Directors is entitled to establish, by affirmative vote, the office of Vice President. The Vice President shall perform the duties of the President in the absence or inability of the President to act and shall assist the President in the discharge of the President's duties. The Vice President shall perform such other duties as the Board from time to time may assign or delegate to the Vice President.

Section 4: Duties of Secretary. The Secretary or designee shall attend all meetings of the Board of Directors and shall act as clerk of each meeting, recording all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall cause public service announcements to be sent to local newspapers and radio stations and cause to be given notice of all meetings of the Board of Directors when notice is required by these bylaws. The Secretary shall have custody of the original copy of these bylaws and all amendments thereof, which original copy shall be signed by the President and Secretary and the date of such signing shall be noted. The Secretary shall keep minutes of meetings of the Board of Directors.

Section 5: Duties of Treasurer. The Treasurer shall have charge of all funds and securities of the Corporation and shall cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall cause to be deposited all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall cause to be disbursed the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall cause to be rendered to the Board of Directors an account of all transactions and of the financial condition of the Corporation. The Treasurer shall also prepare a statement of assets and liabilities for the submission to the Board of Directors for approval at the end of each year.

Section 6: Duties of Other Officers. If the Board elects or appoints another officer, then it shall define the duties to be performed.

Section 7: Resignation; Removal. Any officer may resign at any time by giving written notice to Silent Victims of Crime Board of Directors. Any such resignation shall take effect at the time specified, or if no time specified, upon its acceptance by the Board of Directors. Any officer may be removed by the Board of Directors with or without cause.

Section 8: Vacancies. Immediately upon the expiration of the term of office of any officer or upon the death, resignation, removal, or incapacitation of any officer, a successor shall be elected or appointed by the Board. The appointed officer serves the remainder of the term of the officer replaced. After the term expires, the Board of Directors shall elect a new officer.

Section 9. Compensation. Officers shall not receive compensation for their services as officers, but may receive reimbursement for expenses incurred in their role as the Board of Directors upon approval by the Board.

Section 10. Indemnification. The Corporation shall indemnify all officers and all other agents of the Corporation against all liabilities and expenses.

Article V **TRANSACTIONS**

Section 1: Contracts. The President and either the Secretary or Treasurer shall sign any deeds,

mortgages, contracts or other instruments which the Board of Directors has authorized to be executed.

Section 2: Checks, Drafts, Etc. All checks, drafts, orders, or other obligations shall be signed by such officers, employees, or agents of the Corporation as shall be designated by the Board of Directors. All expenditures are to be documented properly and logged in the records of Silent Victims of Crime.

Section 3: Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select. A letter to any bank or trust company establishing a bank account in the name of this Corporation, which shall be signed by the President, Treasurer, or Secretary, shall constitute sufficient and continuing authority for any bank or trust company to open said accounts. The respective banks are authorized to honor and pay any and all checks and drafts under Section 2 of this Article. Checks, drafts, bills of exchange and other evidences of indebtedness may be endorsed for deposit to the account of this Corporation and may be endorsed in writing or by stamps and with or without the designation of the person endorsing.

Section 4: Expenditures. The Executive Director is entitled to spend up to \$500, in furtherance of the mission of Silent Victims of Crime, without Board approval.

Section 5: Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in the name of the Corporation unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 6: Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Article VI **BOOKS and RECORDS**

Section 1: Forms of Records. Silent Victims of Crime shall keep correct and complete books, records of account, Board of Director meeting minutes, and committee meeting minutes having any of the authority of Silent Victims of Crime. The Secretary shall keep those records and a record giving names and addresses of the Directors entitled to vote at the Principal Office. All books and records of Silent Victims of Crime may be inspected by any Director or his agent or attorney for any purpose at any reasonable time.

Section 2: Audit. The books and records shall be audited on an annual basis. The audit report shall be presented at the annual meeting of the Board of Directors. The Executive Director is responsible for ensuring that the annual audit is performed.

Article VII **FISCAL YEAR and BUDGET**

Section 1: Fiscal Year. Silent Victims of Crime's fiscal year is January 1 – December 31.

Section 2: Budget. The Executive Director and Treasurer shall project revenues and estimate expenditures for the next year. Silent Victims of Crime's proposed budget must be submitted to the Board of Directors no later than two weeks before the Annual meeting.

Section 3. Funds. The gross receipts of the Corporation may include contributions and other receipts from any source; provided however, that all receipts must be accepted according to the policies set forth by the Board and these bylaws. All contributions and other receipts so received, together with the income therefrom, shall be held, managed, administered, used and applied by the Board in accordance with the terms and provisions of these bylaws. The Board may accept contributions which qualify, limit, or restrict their use; provided however, such qualification, conditions, limitations, or restrictions shall not conflict with the purpose of the Corporation set forth in Article II of these bylaws or the application and use of funds under Article VII of these bylaws. Unless otherwise specifically required, such restricted contributions may be commingled with other contributions to the Corporation.

Article VIII **LIMITATIONS**

Section 1: Acts Not Permitted. Silent Victims of Crime shall not engage in any transaction or permit any act or omission which shall operate to deprive it of tax-exempt status under Section 501(c)(3) of the Code. Silent Victims of Crime also has such powers as are now or may hereafter be granted under laws of South Carolina that are in furtherance of the corporation's exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 2: Political Influence. Silent Victims of Crime shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. Silent Victims of Crime shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution or statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986.

Section 3: Earnings. No part of the net earnings of Silent Victims of Crime shall inure to the benefit of the Corporation's members, trustees, officers, or other private persons, except as Silent Victims of Crime shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the corporation shall be distributed to any member of the corporation except in fulfillment of enumerated purposes.

Section 4: Assets. No part of the assets of Silent Victims of Crime shall ever inure to the benefit of any officer, member, or director of Silent Victims of Crime or any other individual except that reasonable compensation may be paid to the employees of Silent Victims of Crime or other for services rendered to Silent Victims of Crime upon authorization of the Board of Directors. In the event of dissolution or liquidation of Silent Victims of Crime, any assets then remaining shall be distributed to National Association for Children of Incarcerated Parents in full accordance under Section 501(c)(3) of the Internal Revenue Code of 1986.

Article IX
DISSOLUTION

Section 1: Dissolution. In the event of the dissolution of Silent Victims of Crime, after all its creditors have been satisfied or adequate provision has been made thereafter, its remaining assets shall be transferred and distributed to National Association for Children of Incarcerated Parents in full accordance under Section 501(c)(3) of the Internal Revenue Code of 1986.

Article X
CONFLICT of INTEREST

Section 1: Conflict of Interest. A separate conflict of interest policy will be approved by the Board of Directors and reviewed with the full board annually.

Article XI
SEAL

Section 1: Seal. The Corporation may, but is not required to, adopt a seal. If a seal is adopted, the seal shall be circular in form and shall have inscribed thereon the name of the Corporation (Silent Victims of Crime), the year of its organization, and the words "Corporate Seal, State of South Carolina."

Article XII
AMENDMENT

Section 1: Amendments. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote of the Board of Directors present at any meeting, provided a quorum is present. A copy of the proposed amendments must be provided to each Director no later than one week prior to said meeting.

Article XIII
PARLIAMENTARY AUTHORITY

Section 1: Parliamentary Authority. All procedural rules not addressed in these bylaws will be executed according to *Robert's Rules of Order Newly Revised*.

Article XIV
EMERGENCY BYLAWS

Section 1: Emergency Bylaws. In the event of an emergency, decisive action may be taken via telephone. The President shall contact the Secretary and Treasurer, and Vice President, if one. They shall take only action required because of the emergency. Any action taken must be reviewed by a majority of the Board of Directors no later than one week. Emergencies include, but are not limited to, floods, fire, or other catastrophic events.

