



## Board of Directors Meeting

March 17, 2021

11:30 AM

### Join Zoom Meeting

<https://us02web.zoom.us/j/86809687397?pwd=VEowK1RHR2FTZXZaREdYVzZjQU1sQT09>

**Meeting ID:** 868 0968 7397 **Password:** 773244

### Dial-In Option

1-646-558-8656, **Meeting ID:** 868 0968 7397 **Password:** 773244

## AGENDA

Welcome and Call to Order	Mr. Jeffrey Graham, President
Invocation and Pledge of Allegiance	Mr. Graham
Adoption of Agenda	Mr. Graham
Approval of Previous Meeting Minutes	Mr. Graham (Encl. 1)
Financial Report	Mrs. Rachel Katorkas (Encl. 2)
<b>MOTION</b> RDC By-Laws (Motion to approve revised By-Laws)	Mr. Christopher McKinney (Encl. 3)
<b>MOTION</b> Selection and Approval of Authorized Check Signers	Mrs. Katorkas
Update on NIP Camden and Sumter	Mr. Dennis Cyphers (Encl. 4)
President Comments	Mr. Graham
Adjourn	Mr. Graham

**Regional Development Corporation Board Meeting  
Via Zoom**

**December 16, 2020 – 11:30 p.m.**

**MINUTES**

**Present via Zoom:** Bobby Boykin, Linda Jackson, George Kosinski, Jeffrey Graham, Alfred Mae Drakeford, Amy Kinard, Jared Smith, David Sanders, Earl Wilson, Jay Davis, Drake McCormick

**Not Present:** Jessica LeGrand Benson, Chuck Wilson, Roland Robinson

**Staff Present:** Christopher McKinney (Executive Director), Dennis Cyphers (Government Services Chief), Rachel Katorkas (Finance Chief), Ashley Walker (Administrative Assistant I), Timia Shaw (Administrative Assistant Temp)

**Welcome** – Mr. Jeffrey Graham called the Regional Development Corporation Board meeting to order at 11:34 a.m.

**Adoption of Agenda** – Mr. Jared Smith made a motion to adopt the 2<sup>nd</sup> Amended December 16, 2020 agenda. Mr. Earl Wilson seconded, and the agenda was adopted.

**Approval of Minutes** – A motion was made by Mr. Wilson to approve the previous meeting minutes. The motion was seconded by Mrs. Alfred Mae Drakeford and passed unanimously.

**Financial Report**

The current financial report was presented by Mrs. Rachel Katorkas. Included in the board packet as Enclosure 2 was the Financial Report which runs through the end of November. Overall, we are at 0.4% of budgeted revenue and 2.3% of budgeted expenses. The one area where revenue was budgeted but isn't shown yet is in Amortized Revenue for NIP. We will get to 100% of that budget by the end of the fiscal year. The Pinewood Development Fund is earning more interest than expected, which has helped to offset its costs. A breakdown by fund for the financial report is shown on page 2 and the balance sheet is on page 3.

**Ink2Work Briefing and Update**

Mr. Dennis Cyphers updated the board on the status of the Ink2Work project. As a quick recap, he informed the board that the Ink2Work program was a training/manufacturing program that was developed alongside the Ink2Work company. The program was designed to train local detention residence over local detention facility in manufacturing and logistics processes to building and shipping ink and toner cartridges. At completion of the program, participants who successfully completed the program would be able to gain certifications that they can then use and gain employment. The program was designed to encompass different pillars; a social improvement by helping to reduce recidivism, economic improvement by generating funds for the RDC and its partner alongside lowering prices for government entities and schools who use these items, and environmental aspects from the recycling efforts made by reusing and reshaping the ink and toner cartridges. Throughout the process we partnered with the Sheriff's Department who had not been really involved in a program like this. We reached out to Department Commerce and received their blessing to proceed with the program at the Lee/Sumter Detention Center. We then reached out to SC Department of Corrections to make sure that we were falling in line with any type of prison enterprise regulations that the state had. They signed off, their attorneys were good with it, but unfortunately, we were not able push through



with the program at the Sheriff's Department. Their legal department had some resistance toward the program and with us not quickly getting the program up and running, Ink2Work canceled the contract. At this moment, there will not be any further work for the Ink2Work program.

Mr. Graham thanked staff for bringing the great idea to the board and hopeful of bringing in more opportunities and more partnerships.

### **NIP Updates for Camden and Sumter**

Mr. Cyphers informed the board that we are currently in a situation where many of the NIP properties in Camden and Sumter are coming off the lien period. At the last meeting, there was a vote taken to put properties in Sumter onto a third-party auction website to keep the RDC clean as far as who were able to buy the properties. We had engaged with the city of Sumter and they would like to make a large purchase pay back to the RDC. He suggested to the board the removal of the request to auction the properties off from the procedure moving forward.

Mr. McKinney added that this is to make sure that we stay in alignment with the city and to help achieve the vision of the board regarding the properties. Sumter was not comfortable with the auction process and didn't want people bring in housing that did not align with their vision. They're looking at buying the properties as a whole purchase to do with them as they see fit. Us holding onto these properties is a financial liability for us.

Mr. Graham entertained a motion to remove the NIP Sumter from the auction process. Mr. Jay Davis made a motion to remove the NIP Sumter from the auction process. Ms. Linda Jackson seconded the motion. There being no other discussion, Chairman Graham called for the vote. All were in favor and the motion was passed unanimously.

### **US UV Cleaning and Current Cares Act Funding Program**

Mr. McKinney stated that at the last meeting, there was a vote on a contract with USUVClean, a company that has UV Light cleaning that destroys any pathogen associated with Coronavirus or any type of pathogen that might be in the air or surfaces. He informed the board that there is now new technology called Far-UV light. UV light is very harmful to the skin and eyes however, Far-UV lighting is not which means that it can be operated with human contact with the light. There has been additional funding from the Cares Act to the state which is passing it down to local areas. There is a project being looked at where we can put Far-UV lighting on buses and potentially in public spaces so that when people walk in, the space is constantly being sanitized. It is 99% effective.

Mr. McKinney informed the board that we have our contract with the UV lighting, however, we are looking to use the Far-UV lighting with the same company. He addressed the recommendations to cancel the contract with the USUVClean for the UV lighting for the 5% that were earning on a commission because legally it can be done, however, it could potentially not play well putting the Far-UV technology in public places alongside getting a percentage of the sale for the UV lighting which could easily be confused. We do not want anyone to think we are getting money from the Cares Act Funding. This would not be a good look for the RDC board and being proactive to avoid any potential issues. That is why there is recommendation to cancel the UV lighting so that the Far-UV lighting can be placed to help rid the pandemic. Ms. Jackson asked if there are any stipulations in canceling the contract early and Mr. McKinney confirmed that there are none. For any referral that was made with that contract in play, we were only making a percentage from that referral.

Mr. Graham entertained a motion to cancel the contract with USUVClean. A motion was made by Mrs.



Drakeford to cancel the USUVClean contract. Mr. David seconded the motion. There being no further discussion, Chairman Graham called for the vote. All were in favor and the motion passed unanimously.

### **Revolving Loan Fund Program**

Mr. McKinney informed the board that staff has been exploring the restart of the Revolving Loan Fund. We could not maintain the program over the years due to the retirement of the banker on staff at the time. This program gives the ability to provide funding to businesses that need gap funding in our region that is controlled through the RDC. Staff has been looking at ways to continue to add value to our region. Based on initial exploration, it has not been recommended to restart due to there being a lot of red tape associated with doing so which leads to additional cost. The cost then leads to a higher interest rate for the person borrowing the money. That makes it more difficult to entice people to use the gap funding. Staff is still currently looking to see if there are other ways to help our local businesses in our region, especially those hurting from the pandemic.

### **Executive Committee Update**

Mr. Graham thanked the committee for participating and attending the meeting.

### **Schedule for 2021 Meetings**

Mr. Graham addressed to the board that the goal is to continue to meet quarterly. Mr. Cyphers stated that the next meeting is scheduled for March 17<sup>th</sup> virtually and the same time. The next will be held June 16<sup>th</sup>, September 15<sup>th</sup> and December 15<sup>th</sup>. A schedule will be sent out with details as time arises.

### **President's Comments**

Chairman Graham thanked everyone for attending and providing opportunities for our region.

### **Adjournment**

There being no other business, Mr. Smith made a motion to adjourn. Mr. Smith seconded the motion and Mr. Graham called the meeting adjourned at 11:54 a.m.

Respectfully Submitted,

Christopher McKinney  
CEO/Executive Director

**Santee-Lynches Regional Development Corporation**  
**Financial Status Report**  
**FY 2020-2021**  
*As of January 31, 2021*

	Approved Budget	YTD Actual	Difference
<b>REVENUES/FUNDING</b>			
Amortized Revenue - 1/3 of loan proceeds forgiven on qualifying properties	\$ 857,029.00	\$ 409,325.54	\$ (447,703.46)
Lead Entity (LE) Proceeds Transferred - Amounts used from LE for costs not qualifying through program	\$ -	\$ 3,876.37	\$ 3,876.37
Interest Earned on Accounts	\$ -	\$ 5,736.51	\$ 5,736.51
<b>TOTAL REVENUES</b>	<b>\$ 857,029.00</b>	<b>\$ 418,938.42</b>	<b>\$ (438,090.58)</b>
<b>EXPENSES</b>			
Contractual Services - SLRCOG - salaries, fringe, overhead, mtgs	\$ 59,932.00	\$ 13,642.42	\$ (46,289.58)
Misc NIP Expenses - insurance, bank charges, property maintenance, taxes	\$ 149,600.00	\$ 19,920.00	\$ (129,680.00)
Lead Entity (LE) Proceeds Transferred - Amounts used from LE for costs not qualifying through program	\$ -	\$ 3,876.37	\$ 3,876.37
Loss/(Gain) on Sales of Property	\$ 579,942.00	\$ -	\$ (579,942.00)
Misc Expenses - supplies, bank charges, taxes, insurance, audit, etc.	\$ 15,355.00	\$ 3,885.98	\$ (11,469.02)
<b>TOTAL EXPENSES</b>	<b>\$ 804,829.00</b>	<b>\$ 41,324.77</b>	<b>\$ (763,504.23)</b>
<b>EXCESS REVENUES OVER EXPENSES</b>	<b>\$ 52,200.00</b>	<b>\$ 377,613.65</b>	<b>\$ 325,413.65</b>

Note: Summary above is supported by attached detail for each funding source.

**Santee-Lynches Regional Development Corporation**  
**Financial Status Report**  
**FY 2020-2021**  
*As of January 31, 2021*

**DETAIL**

	Neighborhood Initiative Program (NIP)	RDC Regular Account	Pinewood Dev Fund	TOTALS
<b>REVENUES/FUNDING</b>				
Amortized Revenue - 1/3 of loan proceeds forgiven on qualifying properties	\$ 409,325.54	\$ -	\$ -	\$ 409,325.54
Lead Entity (LE) Proceeds Transferred - Amounts used from LE for costs not qualifying through program	\$ 3,876.37	\$ -	\$ -	\$ 3,876.37
Interest Earned on Accounts	\$ -	\$ -	\$ 5,736.51	\$ 5,736.51
<b>TOTAL REVENUES</b>	<b>\$ 413,201.91</b>	<b>\$ -</b>	<b>\$ 5,736.51</b>	<b>\$ 418,938.42</b>

**EXPENSES**

Contractual Services - SLRCOG - salaries, fringe, overhead, mtgs	\$ 7,972.64	\$ 4,839.01	\$ 830.77	\$ 13,642.42
Misc NIP Expenses - insurance, bank charges, property maintenance, taxes	\$ 19,920.00	\$ -	\$ -	\$ 19,920.00
Lead Entity (LE) Proceeds Transferred - Amounts used from LE for costs not qualifying through program	\$ 3,876.37	\$ -	\$ -	\$ 3,876.37
Loss/(Gain) on Sales of Property	\$ -	\$ -	\$ -	\$ -
Misc Expenses - supplies, bank charges, taxes, insurance, audit, etc.	\$ 908.86	\$ 580.63	\$ 2,396.49	\$ 3,885.98
<b>TOTAL EXPENSES</b>	<b>\$ 32,677.87</b>	<b>\$ 5,419.64</b>	<b>\$ 3,227.26</b>	<b>\$ 41,324.77</b>
<b>EXCESS REVENUES OVER EXPENSES</b>	<b>\$ 380,524.04</b>	<b>\$ (5,419.64)</b>	<b>\$ 2,509.25</b>	<b>\$ 377,613.65</b>

**Santee-Lynches Regional Development Corporation**  
**Financial Status Report**  
**FY 2020-2021**  
*As of January 31, 2021*

**BALANCE SHEET**

**ASSETS**

ASSETS

Cash - RDC Regular Acct	\$	162,577.17
Land Acquired/Improved through NIP	\$	2,789,773.30
Property Held In Trust - Sumter County Projects	\$	340,090.00
Cash - Pinewood Development	\$	1,775,511.12
Property Held In Trust - Pinewood Development	\$	169,080.00
TOTAL ASSETS	\$	<u>5,237,031.59</u>

**LIABILITIES & EQUITY**

LIABILITIES

Contingent Notes Payable - Due to SC Housing	\$	529,577.44
Due to City of Camden	\$	(1,192.20)
Due to Sumter County Projects	\$	340,090.00
Accrued Accounts Payable	\$	113,532.67
TOTAL LIABILITIES	\$	<u>982,007.91</u>

EQUITY

Current Fund Balance	\$	377,613.65
Fund Balance	\$	3,877,410.03
TOTAL EQUITY	\$	<u>4,255,023.68</u>

FUND BALANCE FOR ALL FUNDS	\$	<u><u>5,237,031.59</u></u>
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# BYLAWS

*of the*

## SANTEE-LYNCHES REGIONAL DEVELOPMENT CORPORATION

### ARTICLE I

#### NAME, SEAL, AND OFFICES

- 1.1 Name. The name of this corporation is the Santee-Lynch Regional Development Corporation.
- 1.2 Seal. The Corporation's corporate seal shall be in such form and bear such inscription as determined by the Board of the Santee-Lynch Regional Development Corporation (the "Board"). The Board may change the form of the seal or the inscription therein at pleasure.
- 1.3 Offices. The principal office of the Corporation shall be located at 2525 Corporate Way, Suite 200, Sumter, SC 29154. The telephone number shall be (803) 775-7381, and the office shall be open during normal business hours. The registered office of the Corporation required by law to be maintained in the Santee-Lynch region of South Carolina (Counties of Clarendon, Kershaw, Lee, and Sumter) may be, but need not be, identical with the principal office. The Corporation may have such other offices as deemed necessary and appropriate by the Board to carry on the purposes of the Corporation and such other offices may be discontinued at the pleasure of the Board.

### ARTICLE II

#### OBJECTIVES, PURPOSES, ACTIVITIES, POWERS AND DISPOSITION OF ASSETS ON DISSOLUTION

- 2.1 Object. The Corporation's object is to be organized and operated as a non-profit organization.
- 2.2 General Purpose. The Corporation is constituted to further the economic development and quality of life of Clarendon, Kershaw, Lee, and Sumter Counties, South Carolina and has not been formed for pecuniary profit or financial gain. No part of the assets, income or profits of the Corporation is or shall be distributable to, or inure to the benefit of, its members, trustees, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or; (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)



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- 2.3 Specific Purposes. The Corporation is to be formed for such purposes as are within the meaning of IRC Section 501(c)(4) and in this connection the principal objective of the Corporation shall be to benefit the region by nurturing an increase in employment opportunities through the expansion of existing business and industry, the attraction of new business and industry and those activities directly related to tax based growth. A secondary purpose of the Corporation shall be to promote and assist in the development of residential housing in the jurisdictions served by the Corporation.
- 2.4 Powers. In order to fulfill the purposes of the Corporation set forth above, the Corporation shall have the general powers enumerated in South Carolina Code of Laws Sections 33-31-100, as amended, and the following additional powers:
- a) To enter into, make and perform contracts of every kind and description;
  - b) To borrow or raise monies for any other purposes of the Corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments, thereof and of the interest there on by mortgage upon or pledge, conveyance or assigned in trust of the whole or part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds, or other obligations for the Corporation for its corporate purposes;
  - c) To lend to any person, firm or corporation any of its funds;
  - d) To transfer membership;
  - e) To have one or more offices;
  - f) To acquire, construct, convert or expand plant facilities for sale or lease;
  - g) To take and hold by bequest, devise, gifts, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, and the judgment of the directors will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Corporation's Certificate of Incorporation, the Bylaws of the Corporation or any laws applicable thereto; and
  - h) To do any other act or thing incidental to or connected with the foregoing purposes or powers or an advancement thereof, but not for the pecuniary benefit or financial gain of its directors or officers except as permitted under laws of South Carolina relating to non-profitable corporations.
  - i) Notwithstanding the foregoing, the funds or assets of the Corporation are incidental to the Corporation's purposes as set forth above and shall upon dissolution of the Corporation, and after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (4) of the Internal Revenue Code of 1954 (or the corresponding

**REGIONAL DEVELOPMENT CORPORATION BYLAWS**

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provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets 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.

2.5 Private Foundation Activities. In the event the Corporation is determined to be a private foundation within the meaning of IRC Section 509, then the activities of the Corporation shall be restricted as follows:

- a) The Corporation shall not engage in any act of self-dealing as defined by IRC Section 4941(d);
- b) The Corporation shall not retain any excess business holdings as defined in IRC Section 4943(c);
- c) The Corporation shall not make any investments in such manner as to subject it to tax under IRC Section 4944;
- d) The Corporation shall not make any taxable expenditures as defined in IRC Section 4945(d);
- e) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office;
- f) The Corporation shall not make expenditures to influence legislation in excess of the ceiling amounts provided in IRC Section 501(h);
- g) No dividends shall be paid and no part of the earnings of the Corporation shall inure to the benefit of any private individual.

**ARTICLE III**  
**MEMBERSHIP, BOARD OF DIRECTORS, OFFICERS,**  
**EXECUTIVE COMMITTEE, STAFF**

3.1 Membership.

- a) The Corporation shall have as its state of membership a self-perpetuating group consisting of at least 44 43 persons, the "Members". Twenty-nine (29) of the Members shall be those persons serving on the Board of Directors of the Santee-Lynches Regional Council of Governments, the "COG Members". Of these twenty-nine (29) members, not less than fifty-one percent (51%) shall be elected municipal and county officials and representatives of local legislative delegations. Up to fifteen (15) others of the members of the corporation shall be the appointed members serving in the capacity of a Board of Directors for the corporation. These appointed members shall be identified by the Executive Director of the Council of Governments and offered for membership as set forth below. The membership of the Corporation shall be representative of the region served and shall include participations by each of the following groups: 1) private sector lending institutions, 2) community organizations, 3) business organizations, and 4) local governments."
- b) Members who do not hold elective public office shall be eligible for full terms of three years.

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The terms of the members who own elective public office and who are Members herewith because of that public office shall have terms that are coterminous with their term of office on the local governing body. All Members are eligible to serve multiple terms.

- c) If a vacancy of the Corporation's membership shall occur, that vacancy shall be filled for the duration of the unexpired term in the same manner as the original selection. Individuals may apply for membership, in writing, at the principal office of the Corporation. Such applications will be reviewed by the Executive Director and recommended to the COG Board for ratification.
- d) The Members shall have the powers conferred upon them by the provisions of the General Laws under which the Corporation is organized as now and hereafter amended. The Members shall also have the power to fill vacancies on the Board of Directors and amend the certificate of incorporation and bylaws of the Corporation.

e) Meetings

An Annual Meeting of the Members shall be held each year at a time and place selected by the Board of Directors. This meeting shall be for the purpose of electing members of the Board, reviewing activities of the past year, developing plans and strategies for the upcoming year, and for transacting such other business as may come before the Members.

Board Meetings shall be conducted either in person or via the use of an alternate meeting platform as necessary to conduct the business of the Corporation. Alternate meeting platforms shall include but are not limited to: Zoom, Google Hangout, Skype, teleconference, etc.

The board shall meet at least twice per year, in addition to the Annual Meeting. Board members attending meetings of the Corporation in person, to include committee meetings, shall receive per diem in the amount of \$25.00 per meeting and may also be reimbursed for any expenses incurred in connection with authorized activities on behalf of the Corporation. Members calling into a meeting or attending by using an alternate meeting platform will not receive the \$25.00 per diem. If members attend multiple meetings on the same day, they will not be paid per diem for each meeting but will receive a one payment of \$25.00. Records shall be kept on attendance of Corporation.

- f) The Secretary/Treasurer or his/her designee shall notify members of the time and place of meetings whether regular or special and providing at least, seven (7) calendar days before such meetings.
- g) A quorum shall consist of a majority of the Members.
- h) A special meeting of the membership may be called at the discretion of staff or by the President or on the written request of at least 25% of the Members.
- i) The President of the Board of Directors, in his absence, the Vice President, in the absence of both the President and the Vice President, a chairman chosen by the Members present, shall preside at each meeting of the Members and shall act as Chairman thereof. Meetings of the

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Members shall be governed by the current addition of *Robert's Rules of Order* to the extent that such rules do not conflict with these Bylaws or with any special rules of order that the Corporation may adopt.

- j) All meetings of the Corporation at which action is taken shall be open to the public, and all records of the Corporation's actions shall be public records. The Corporation shall be governed by the Freedom of Information Act of South Carolina (FOIA), as amended. The confidentiality of private business concerns and interest shall be protected to the extent necessary.

### 3.2 Board of Directors.

- a) In addition to the matters specific herein, the business affairs of the Corporation not retained by the Members and not delegated herein, or not delegated in the future according to the terms contained herein shall be conducted by the Board. The Board shall consist of up to fifteen (15) members elected by the full membership at the annual meeting of the Members. The Board shall be a self-perpetuating Board. The members of the Board shall elect new Members or re-elect existing Members to fill the positions of any vacancy on the Board until that vacancy is filled by election of the Members as set forth above.
- b) The Board shall consist of the following Directors:
  - i. The President, Vice President and Secretary/Treasurer
  - ii. The Members of the Board of Directors shall include at least one Board Member from each of the four counties which comprise the Santee-Lynches Region.
  - iii. The Council of Governments Board of Directors may appoint up to ~~three (3)~~ eight (8) of their members to serve as voting members on the corporation's Board.
- c) Each elected member of the Board shall serve a term of **one year** and shall be eligible to serve consecutive multiple terms.
- d) There shall be a minimum of one Board of Directors meeting each year. Additionally, Board meetings may be called as needed at the discretion of staff or upon written request of at least 25% of the Board of Directors. Requirements with respect to notice, quorums, and conduct shall be the same as the rules applicable to the meetings of the Members.
- e) Any action required to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board may be taken in any of the following ways:
  - In a scheduled Board meeting with a quorum present
  - By virtue of staff polling all members of the Board via email or other written communication. A majority of members must respond within the timeframe given in order for the vote to be counted and action taken.
  - **For public record, the virtual polling will be ratified at the next regularly scheduled board meeting. All evidence of votes taken (notes, emails, tallies from phone calls, etc.) will be**

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filed with the minutes of the next regularly scheduled board meeting.

- f) A Board member of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall notify the Chair-person of his intent and shall file his written dissent to such action with the person acting as the secretary/recorder of the meeting before the adjournment of the meeting who voted in favor of such action.
- g) Members of the Board of Directors are expected to attend all meetings of the Board or of its appointed committees unless excused by the Chairperson. Excused absences must be for good cause. Members must notify the Corporation's staff if circumstances prevent their attendance at any Board or committee meeting. Members who exceed three (3) unexcused absences from scheduled Board meetings or three (3) absences from scheduled committee meetings during a one (1) year period (July 1 through June 30) will be asked by the President for a restatement of interest or to tender a resignation due to an inability to serve.

**3.3 Officers.**

- a) The elected officers of the Corporation's Board of Directors shall be a President, Vice President, and Secretary/Treasurer.
- b) All elected officers shall serve for a period of one year and until their successor shall be duly elected. All officers shall be eligible to succeed themselves. Officers shall be elected from the Board of Directors upon a two-thirds (2/3) vote of the Board and shall assume their duties immediately following the meeting at which they are elected.
- c) In the case of a vacancy in the office of the President, the Vice President shall become President for the unexpired term. In case of the vacancy of any other offices, the Board shall appoint a successor to fill the unexpired term until the next properly held election.

**3.4 Duties.**

- a) The President shall:
  - i. Preside at all meetings of the Board and all meetings of the Members;
  - ii. Represent the Corporation at all times unless another representative is designated by the President;
  - iii. Prepare or cause to be prepared a brief annual report for the presentation at the annual meeting of the Members;
  - iv. Be responsible with a member of the Santee-Lynches Regional Council of Governments staff for the preparation of a written agenda for all meetings of the Board and the Members;
  - v. Have authority with the Secretary/Treasurer to sign and execute all authorized

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bonds mortgages, contracts, checks, notes, or other obligations in the name of and on behalf of the Corporation except in cases where the signing and execution thereof shall be expressly otherwise delegated by the Board or these Bylaws; and.

- vi. Perform all such other duties as are customarily entrusted to and performed by the President of a South Carolina Corporation.

b) The Vice President shall:

- i. Preside at any meeting at which the President is not present or when requested by the President to preside;
- ii. Have authority with the Secretary/Treasurer to sign and execute all authorized bonds, mortgages, contracts, checks, notes or other obligations in the name of and on behalf of the Corporation except in cases where the signing and execution thereof shall be express or otherwise delegated by the Board or these Bylaws; and
- iii. Assume duties of the President in the absence of the President and perform such duties as may be assigned by the Board and/or the Executive Committee.

c) The Secretary/Treasurer shall be responsible with a member of the Santee-Lynches Regional Council of Governments staff for:

- i. Sending or causing to be sent notices of all meetings;
- ii. Being responsible for having the minutes at all meetings recorded;
- iii. Having a copy of the minutes distributed to each member of the Board before the next regularly scheduled meeting of the Board;
- iv. Maintaining a permanent file of all minutes, important correspondence and all other properties of the Corporation;
- v. Causing to be filed copies of the minutes of the Members and the Board and other important organizational materials with such organizations as are designated by the Board;
- vi. Assisting in retaining a corporate records book, the application for exemption filed with the Internal Revenue Service and all other annual reports filed with the Internal Revenue Service at the principal office of the Corporation;
- vii. Pursuant to IRC Section 6104 and Internal Revenue Code Reg. Section 301.6104(d)-(1) retaining for public inspection all annual reports filed with the Internal Revenue Service;
- viii. Being the person named in any newspaper publication and notifying the public of the opportunity to inspect said annual reports, which publications were made pursuant to IRC Section 6104, as the person to be contacted for an appointment to

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~~inspect said annual reports if the Corporation is a private foundation as defined in IRC Section 509;~~

- ix. ~~Assisting~~ or ~~causing~~ to be prepared a written financial report for presentation at an annual meeting of the Members;
  - x. ~~Being~~ responsible with a member of the Santee-Lynches Regional Council of Governments staff for all receipts and disbursements of the Corporation;
  - xi. ~~Assisting~~ in establishing and maintaining the checking accounts of the Corporation in a bank designated by the Board and shall request a staff member of Santee-Lynches Regional Council of Governments to have custody of all corporate funds which shall be deposited; and
  - xii. ~~Performing~~ or cause to have performed such other duties as may be required by the Board or the Bylaws.
- d) In any given year, the President and Vice President of the Corporation shall not be residents of the same county.
- e) ~~The Board may from time to time at its discretion fix or alter the compensation of any officer.~~
- f) In the case of the continued absence or inability to act of any officer of the Corporation during his term of office, or for any other reason which the Board may deem sufficient, the Board may delegate all of any part of the powers or duties of such officer to other officers or member or to any director or agent of the Corporation.

**3.5 Executive Committee.**

- a) The routine fiscal and administrative responsibilities of the Corporation shall be conducted by an executive committee of the Board of Directors (the "Executive Committee") which shall serve at the pleasure of the Board. The Executive Committee shall also carry out such other specific tasks as the Board may from time to time specify by way or resolution, bylaws or operating procedures.
- b) The Executive Committee shall consist of the Executive Director and the members appointed by the Executive Director (the "Appointed Members") for their expertise in the purposes of the Corporation.
- c) The Executive Committee may meet immediately after the adjournment of each meeting of the Board, upon the call of the Executive Director, and/or upon a call of at least 25% of the Executive Committee. Upon the recommendation of the Executive Director, the Executive Committee shall be empowered, by majority vote of the vote of the members of said Executive Committee, to authorize and direct the Executive Director or his designee to execute and deliver on behalf of the Corporation such applications for grants, and/or loans from federal, state or local governmental entities, and other documents necessary to obtain and administer all such grants or loans, and any and all documents necessary to obtain, make



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or administer all such grants or loans, all without further authorization from the Board, provided, the Executive Director or his designee shall not execute or deliver any documents where specifically prohibited from doing so by resolution of the Board. Provided, however, any bylaws notwithstanding a certificate from the Secretary/Treasurer certifying that the execution and delivery of any document by the President (or the Vice President in the absence of the President) and the Secretary/Treasurer were duly authorized under the bylaws of the Corporation and not prohibited by any resolution of the Board, shall cause the Corporation to be bound by said document just as if the execution and delivery had in fact been authorized by the duly and unanimously enacted resolution of the entire Board.

**3.6 Staff.**

- a) The Corporation shall employ an executive director (the "Executive Director") who shall serve at the pleasure of the Board. **The Executive Director of the Santee-Lynches Regional Council of Governments shall serve as the Chief Executive Officer and be the sole employee of the Board.** Any other staff members employed by the Corporation shall be employed by, are responsible to, and supervised by the Executive Director. Notwithstanding other provisions of these bylaws to the contrary, except as where prohibited by resolution of the Board, the Executive Director, upon determination by the Executive Committee, shall be authorized to apply to federal, state, and local government entities for such grants and loans as the Executive Director deems to be in the furtherance of and in keeping with the purposes, objectives, and undertakings of the Corporation and to administering the carrying out of such grants and loans. The Executive Director's other duties and responsibilities include but are not limited to the following:
- i. To be Chief Administrative Officer, subject to the policies and procedures adopted by the Board.
  - ii. To direct and supervise the administration of all Corporation programs and support staff, subject to the general direction and control of the Board.
  - iii. To execute all conveyances, bonds, notes, contracts and agreements authorized by the Board together with the Corporation's Secretary, if by law required.
  - iv. To attend all meetings of the Board or to assign a designee acceptable to the Board to attend in his absence.
  - v. To faithfully execute all policies, programs and orders of the Board.
  - vi. To make any reports to the Board as directed by the Board. The dollar value of time and expenses associated with carrying out the duties of the Executive Director shall be considered as cash/in-kind services provided by the public sector.
  - vii. **Be the person named in any newspaper publication and notifying the public of the opportunity to inspect said annual reports, which publications were made pursuant to IRC Section 6104, as the person to be contacted for an appointment to inspect said annual reports if the Corporation is a private foundation as defined in IRC Section 509;**



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- b) The Corporation shall have access to a professional staff with the capability of demonstrating expertise to carry on the business of the Corporation in its endeavors. Such staff may be employed by the Corporation on a direct basis, or on a contract basis as needed from the Santee-Lynches Regional Council of Governments.
- 3.7 Committees. Any committee set up by the Board which is delegated any management functions shall conform to the same requirements as the Board. Such committee shall have at least four members and have a quorum of four. The quorum shall contain representatives from each county. Each committee shall cause minutes to be kept of its meetings, which meetings shall be submitted to the Board at its next succeeded meeting.

**ARTICLE IV**  
**AMENDMENTS**

- 4.1 Amendments. At any meeting of the Board at which at least a majority of the members are present these Bylaws may be altered, amended or repealed by majority of the Board Members present voting at the meeting, provided the notice of the meeting sets forth a proposed alteration amendment or repeal. Notice of such meeting shall be served personally or by mail/email to all Board Members who are entitled to vote not less than seven (7) calendar days before such meeting. The Corporation's Membership shall ratify all amendments to the bylaws. Notwithstanding the foregoing or any provision of the South Carolina Code of Laws, in no event shall these Bylaws or the Certificate of Incorporation be amended, altered so as to provide for a disposition of the assets of the Corporation upon dissolution otherwise than as stated herein and in the Certificate of Incorporation.

**ARTICLE V**  
**MISCELLANEOUS**

- 5.1 Relationship of Bylaws to the South Carolina Code. These Bylaws are intended to supplement state laws pertaining to non-profit corporations. In the event of a conflict between these bylaws and state laws the state law requirement shall prevail.
- 5.2 Fiscal Year. The fiscal year of the Corporation shall begin on the first (1<sup>st</sup>) day of July in each calendar year and it shall terminate on the last day of June of each calendar year.
- 5.3 Banking of Corporation. All checks and drafts of the Corporation's bank accounts and all bills of exchange and promissory notes, and all acceptances, obligations and other instruments for the payment of money, shall be handled at the request of the Corporation by personnel of the Santee-Lynches Regional Council of Governments in accordance with that council's approved financial practices.
- 5.4 Audited Financial Statements. Following the close of each fiscal year, the Corporation, depending on the requirements of the programs it is operating, may cause to have conducted a financial audit of its fiscal affairs, or it may elect to have agreed upon procedures performed. The audit or agreed-upon procedures shall be conducted by an independent certified public accountant licensed to do business in the State of South Carolina. Such work may be conducted independently or in conjunction with the audit prepared for the Santee-Lynches Regional Council of Governments.



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- 5.5 Indemnification of Directors and Officers. Every person who is or has been a director or officer of the Corporation shall be indemnified by the Corporation against all expenses reasonably incurred by him in connections with any action, suit, or proceeding to which he may be a party defendant, or with which he may be threatened by reason of, or growing out of, or in relation to his being, or having been a director or officer of the Corporation. The term "expenses" includes amounts paid in satisfaction of judgments or in settlement, other than amounts paid to the Corporation itself. The Corporation shall not, however, indemnify any director or officer in relation to matters as to which he shall be judged liable for negligence or misconduct in the performance of his duties. Further, the Corporation shall not indemnify any director or officer in a case of settlement, unless that settlement shall be approved by a majority of the Directors of the Corporation then in office, exclusive of those directors directly involved in said matter.

### ARTICLE VI ADOPTION AND AMENDMENT

- 6.1 Adoption and Amendment. These Bylaws may be adopted by majority vote of the total membership present at a meeting of the Corporation, provided such meeting is held in accordance with the then established Bylaws, and with proper notice given as required. After adoption of these Bylaws amendments will be made as stated in Article 4.1 of these Bylaws.

I certify that this is a true and accurate statement of the Bylaws of the Santee-Lynches Regional Development Corporation, adopted by majority vote of the Corporation Board of Directors on June 21, 2016 and ratified by the Membership on August 8, 2016.

Approved Revision Date:  

\_\_\_\_\_  
Jeffrey Graham, President

\_\_\_\_\_  
Bobby Boykin, Secretary-Treasurer

\_\_\_\_\_  
Christopher H. McKinney, Executive Director

Revision Number	Date	Revision Description Summary
001	xx/xx/xxx	Virtual polling ratified at the next regularly scheduled board meeting, President and Secretary/Treasurer responsible for certain action with the assistance of SLRCOG staff, Executive Director responsible for public engagement, no compensation for officers, Executive Director sole employee of Board.

# Current NIP Property Holdings:

Camden	1523	Bradley Rd	1818	Gordon St	607	Market St
	804	Bull St	2200	Hatten Rd	1115	Smyrl Cr
	1716	Campbell St	1304	Highland St	2705	Stewart St
	1710	Campbell St	709	King St	2709	Stewart St
	902	Campbell St	806	King St	2601	Thomas St
	814	Chesnut St	609	King St	2525	Thomas St
	609	Chesnut St	712	King St	1711	Wylie St
	807	Church St	412	King St	307	York St
	214	Dicey Ford Rd	505	King St	409	York St
	813	Fair St	720	King St		

# Current NIP Property Holdings:

Sumter	421	Albert Dr	612	Harvin St	553	Main St
Lien release	132	Armstrong Blvd	168	Hoyt St	105	Maney St
received	16	Blanding St	166	Hoyt St	23	Meehan St
	702	Broad St	118	Lawson St	1380	Pepperidge Dr
	19	Cleveland St	427	Loring Dr	33	Second Ave
	18	Dew St	443	Loring Dr	525	Sumter St
	451	Dogwood Dr	403	Loring Dr	627	Sumter St
	36	Gable Ct	545	Main St	19	Third Ave
	103	Gates St	590	Main St	1019	Truitt St
	302	Hannah St	1022	Main St		

# Current NIP Property Holdings:

## Sumter

*Under lien*

24 Baker St	109 Dixie Dr (115)	109 Laurel St	607 Sumter St
307 Bartlette St	43 Dunway Dr	15 Levi St	202 Thomas St
13 Barton St	19 Dunway St	42 Loring Dr	727 Warley St
28 Blanding St	17 Foxworth St	429 Loring Dr	44 Wen-Le Ct
625 Boulevard Rd	13 Foxworth St	420 Magnolia St	230 Williams St
15 Branch St	37 Gable Ct	617 Magnolia St	13 Woodlawn Ave
12 Broad Ct	252 Guignard Dr	708 Main St	203 Woodlawn Ave
704 Broad St	107 H St	610 Main St	301 Wright St
338 Brooklyn St	190 Hannah St (192)	314 Manning Ave	36 Wright St
170 Carolina Ave	10 Harris St	39 Moore St	316 Wright St
20 Charles St	529 Harvin St	104 Moore St	
501 Church St	878 Harvin/9(8) Laurel	706 Nelson St	
506 Church St	12 Hatfield St	509 Oakland Ave	
25 Corbett St	14 Hatfield St	507 Oakland St	
9 Davis St	215 Hauser St	744 Olive St	
1035 Dibert St	202 Highland Ave (208)	109 Orange St	
512 Dingle St	210 Highland Ave (216)	146 Plowden Mill Rd	
408 Dingle St	218 Highland Ave (224)	509 President St	
525 Dingle St	50 Jackson St	46 Robinson St	
101 Dixie Dr (107)	123 Jackson St	11 Sims Ave	