

BY-LAWS OF
TAG EMPLOYEE GROUP, INC.
(A Non-Profit, Mutual Benefit Corporation)

ARTICLE I
OFFICES

§1.1 Business Office

The original principal office of the Corporation shall be within the State of South Carolina and shall be located in the City of Columbia, County of Richland, South Carolina. The Board of Directors may change the location of the principal office. The Corporation shall maintain at its principal office a copy of certain records, as specified herein.

§1.2 Registered Office

The registered office of the Corporation, required by §33-5-101, South Carolina Revised Code, is with the principal office in the state of South Carolina, and the address of the registered office may be changed from time to time. The initial registered office will be at 1 National Guard Road, Columbia, South Carolina 29201.

ARTICLE II

MEMBERSHIP & PURPOSE

- §2.1** This Corporation is registered as a non-profit, mutual benefit corporation with members.
- §2.2** The Board of Directors may establish memberships in the Corporation without amending the Articles of Incorporation.
- §2.3** Members of the Corporation are those persons regularly employed by, or in support of, the South Carolina National Guard and permanently assigned at the area commonly known as the Marchant Complex, to include the Headquarters Building – Office of the Adjutant General (TAG Building), the Columbia Readiness Center, Pruitt Hall, the United States Property & Fiscal Office (USPFO), and supporting buildings immediately surrounding these facilities. Members need not be residents of the State of South Carolina.
- §2.4** The purpose of this Corporation is to facilitate programs for the general benefit of the members, limited by federal and state law and in accordance with the standards for a non-profit corporation by the South Carolina Secretary of State and any tax agencies.

ARTICLE III

BOARD OF DIRECTORS

§3.1 General Powers

The Board of Directors shall have as broad powers as allowed, under applicable South Carolina Law, namely Title 33, Code of Laws of South Carolina.

§3.2 Number and Qualifications of Directors

Unless otherwise provided in the Articles of Incorporation, the number of Directors of the Corporation shall be twelve. The Board of Directors shall be composed of the following positions: one Chairman, one Vice-Chairman, one Treasurer, one Secretary, one TAG Representative, and seven Members-at-Large. The roles and responsibilities for each of these positions is defined in Article IV of the by-laws. Each Director shall hold office for three years or until removed as permitted under §3.11. This Board is perpetual, as allowed under the South Carolina Non-Profit Act under Title 33, Chapter 8 of the South Carolina Code of Laws Unannotated (the elected Directors are not perpetual, but the number of Directors is perpetual). Directors shall be members of the Corporation as defined in §2.3, but members who are contractors or Title X employees shall not be eligible to serve as a Director. Change in status from a member to a non-member automatically opens the Director's seat for election.

§3.3 Tenure and Election of Directors

Directors shall be elected by the membership of the Corporation at the Annual Meeting each year. Directors shall run for and be elected to the office in which they will serve. Each Director will serve for a term of three years, and terms shall be staggered so that one-third of the body of the Board of Directors is up for election each year. Directors may serve more than one term, and there is no limit to the number of terms any Director may serve, but they must be re-elected by the membership at the end of each term. Positions eligible for election shall be posted thirty (30) days prior to the notice of the Annual Meeting so that nominations may be gathered from the membership of the Corporation. Nominations may be made up until the time a position is put to vote during the Annual Meeting for which the election of the position has been announced.

§3.4 Parliamentary Authority

The rules contained in the most recent edition of *Robert's Rules of Order* shall govern the Corporation in all cases in which they are applicable and in which they are not inconsistent with the by-laws or articles of the Corporation.

§3.5 Regular Meetings

A regular meeting of all members of the Corporation shall be held annually. The Board of Directors will determine the time and place (which shall be within the county where the company's principal office is located) for the holding of each Annual Meeting. Notice of the Annual Meeting shall be posted in all main buildings of the Marchant Complex for a minimum of fifteen (15) business days prior to the meeting. Members of the Corporation who choose not to attend the Annual Meeting will be considered to be abstaining from exercising their vote, thus a quorum of the Corporation shall consist of the members present at the Annual Meeting. Any member of the public who wishes to contact the Board of Directors may do so during the Annual Meeting.

Regular Meetings of the Board of Directors shall be held quarterly. The Board of Directors may provide, by resolution, for the holding of additional regular meetings if necessary. Notice of the time and location of regular meetings must be provided to all Directors in writing at least five (5) business days prior to the meeting. Any such regular meeting may be held as so permitted by §3.8. Unless otherwise provided in the Articles, a regular meeting of the Board of Directors may be held without other notice than this by-law immediately after, and at the same place as, any meeting of members.

§3.6 Special Meetings

Unless otherwise provided in the Articles, special meetings of the Board of Directors may be requested by any one Director. All Directors must be notified of the request for a special meeting in writing at least three (3) business days prior to the holding of the special meeting, and a majority of Directors must agree to the meeting. The special meeting may be held in any place within the County of South Carolina where this corporation has its principal office, or as permitted by §3.8.

§3.7 Director Quorum

A majority of the number of Directors in office immediately prior to the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless the Articles require a greater number. Any amendment to this quorum requirement is subject to the provisions of §3.8.

§3.8 Manner of Acting.

a) Required Vote

Adoption of actions requires a majority, or more than fifty-percent (50%), of voting Directors.

b) Means of Participating

Unless the Articles of Incorporation provide otherwise, any or all Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously communicate with each other during the meeting. A Director participating in a meeting by these means is deemed to be present in person at the meeting.

c) Failure to Object to Action

If provided notice of a general meeting or of a special meeting and its specific agenda, failure to object to votes shall act as an abstention, but not as a reserved objection.

§3.9 Establishing a "Supermajority" Quorum or Voting Requirement

Not Used

§3.10 Action without a Meeting

- a) Unless the Articles of Incorporation or by-laws provide otherwise, action required or permitted by Chapters I through 20 of Title 33, South Carolina Code of Laws, to be taken at a Board of Directors' meeting may be taken without a meeting if the action is assented to by all members of the Board.
- b) The action may be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action evidenced by written consents under this subsection is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this subsection has the effect of a meeting vote and may be described as such in any document.

§3.11 Removal of a Director

a) Generally

1. An appropriate court of jurisdiction may remove one or more Directors with or without cause.

2. A Director may be removed by a vote of the remaining Directors only at a meeting called for the purpose of removing him/her. The notice of such a meeting must state that the purpose, or one of the purposes, of the meeting is removal of the Director. Removal of a Director must be either acquiesced to or for cause.
3. "Cause" for removal of a Director under this section means fraudulent or dishonest acts, gross abuse of authority in the discharge of duties to the Corporation, or failure to attend two or more consecutive quarterly meetings, and must be established after written notice of specific charges is given and the Director has been allowed the opportunity to meet and refute such charges.

b) Removal of directors by judicial proceeding

1. The circuit court of the county where the Corporation's principal office (or, if none in this State, its registered office) is located may remove a Director of the Corporation from office in a proceeding commenced either by the Corporation or by its Chairman or remaining Directors if the court finds that (1) the Director engaged in fraudulent or dishonest acts, or gross abuse of authority in discharge of duties to the Corporation, and (2) removal is in the best interest of the Corporation.
2. The court that removes a Director may bar the Director from reelection for a period prescribed by the court.
3. If Directors commence a proceeding under subsection (a), they shall make the Corporation a party defendant.

c) Notification of Removal

If a Director is removed using any of the above measures, that Director must be notified through certified mail of their official removal from the Board of Directors of the Corporation.

§3.12 Vacancies

- a) Unless the Articles of Incorporation provide otherwise, if an unexpected vacancy occurs on the Board of Directors, one of the following measures may be implemented:
 1. The Board of Directors may vote to appoint an existing Director or other member of the corporation to fill the vacant position until an election by the general membership of the Corporation is held at the next scheduled Annual Meeting; or

2. the Directors remaining in office may choose to allow the position to remain vacant by affirmative vote; or
 3. by exception, if the vacancy is the result of the Board member being transferred to a location other than the Marchant Complex, the Board may choose by affirmative vote to allow the Director to retain their office until such time as an election by the general membership of the Corporation is held at the next scheduled Annual Meeting.
- b) A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date under Section 33-8-105(b), South Carolina Code of Laws, or otherwise) may be filled before the vacancy occurs, but the new Director may not take office until the effective date of the vacancy.
 - c) If, by reason of death, resignation, or other cause, a Corporation has no Directors in its office, then any officer or any shareholder or an executor, administrator, trustee, or guardian of a shareholder or other fiduciary entrusted with like responsibility for the person or estate of a shareholder may call for a special meeting of directors to elect directors or may apply to the court for an order requiring election of officers.

§3.13 Compensation

No compensation shall be paid to Directors. Reimbursement, presentations and refreshments are not deemed compensation.

§3.14 Committees

- a) Unless the Articles of Incorporation or by-laws provide otherwise, the Board of Directors may create one or more committees and appoint members of the Corporation to serve on them. Each committee must be chaired by at least one Director and have two or more members who serve at the pleasure of the Board of Directors.
- b) The creation of a committee and appointment of members to it must be approved by the greater of (1) a majority of all the Directors in office when the action is taken, or (2) the number of Directors required by the Articles of Incorporation or by-laws to take action under Section 33-8-240, South Carolina Code of Laws.
- c) Sections 33-8-200 through 33-8-240, South Carolina Code of Laws, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well.

- d) To the extent specified by the Board of Directors in the Articles of Incorporation or by-laws, each committee may exercise the authority of the Board of Directors under Section 33-8-101, South Carolina Code of Laws. No committee may financially obligate the Board of Directors without prior approval by affirmative vote of the Board.

- e) A committee may not:
 - 1. Fill vacancies on the Board of Directors or any of its committees;
 - 2. amend Articles of Incorporation pursuant to Section 33-10-102, South Carolina Code of Laws;
 - 3. adopt, amend, or repeal by-laws;
 - 4. sign contracts for goods or services which obligate the Corporation in any manner.

- f) Each committee must have a current Standing Operating Procedure (SOP) and list of active members on file with the Secretary of the Corporation.

- g) Existing Committees

The following committees are established as of the date of these by-laws:

- 1. Fund raising (to include football parking)
- 2. Retirement
- 3. Flower Fund
- 4. Social/Morale

ARTICLE IV

OFFICERS

§4.1 The duties of the Officers of the Corporation will be outlined in this article. Other positions may be deemed necessary and may be created and appointed by the Board of Directors by affirmative vote. If specifically authorized by the Board of Directors, an Officer may appoint one or more Assistant Officers. The same individual may simultaneously hold more than one office in the Corporation.

§4.2 Chairman

The Chairman shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He/she shall, when present, preside at all meetings of the members. He/she may sign, with the Secretary or any other proper Officer of the Corporation thereunto authorized by the Board of Directors, contracts or other instruments which the Board of Directors has authorized or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time. The Chairman is not considered a voting member of the Board except in the case of breaking a tie.

§4.3 Vice-Chairman

In the absence of the Chairman or in the event of his/her death, inability or refusal to act, the Vice-Chairman shall perform the duties of the 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).

§4.4 Secretary

The Secretary shall: a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; c) be custodian of all corporate records; d) be custodian of any seal of the Corporation, and on behalf of the Corporation see that, if a seal exists, it is affixed to all documents under which the execution of its seal is duly authorized; e) when required, authenticate any records of the Corporation; f) keep a register of the contact information (mailing address, e-mail address, and phone numbers) of each member of the Board of Directors and all committees; g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Directors.

§4.5 Treasurer

The Treasurer shall: a) have charge and custody of and be responsible for all funds and securities of the Corporation; b) receipt and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; c) provide a report of expenditures at each regular meeting of the Corporation; d) provide and/or maintain a current SOP to stay on file with the Secretary; and e) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

§4.6 TAG Representative

The TAG Representative shall be appointed by The Adjutant General of South Carolina to serve on the Board of Directors of the Corporation. The TAG Representative will not be a voting member of the Board, but shall take part in any discussion or debate and serve as a representative of The Adjutant General's interests in the decisions made by the corporation.

§4.7 Salaries

Salaries are not authorized.

ARTICLE V

INDEMNIFICATION OF DIRECTORS, OFFICERS, AGENTS, AND EMPLOYEES

§5.1 Indemnification of Directors

§5.2 Advance Expenses for Directors

§5.3 Indemnification of Officers, Agents, and Employees who are Not Directors

ARTICLE VI

(Reserved)

ARTICLE VII

DISTRIBUTIONS

§7.1 Distributions

No distributions are authorized and attempted distribution violates the non-profit status of this corporation and any such attempts are null and void.

§7.2 Dissolution Related Type Distributions

Upon dissolution, the directors shall designate an appropriate non-profit organization in compliance with appropriate Internal Revenue Service regulations to obtain the assets of the corporation. Should the Board be unable to do so, the South Carolina Secretary of State shall determine such a corporation whose purpose most closely resembles that of this corporation.

ARTICLE VIII

CORPORATE SEAL

§8.1 Corporate Seal

The Board of Directors may provide a corporate seal which may be circular in form and have inscribed thereon any designation including the name of the Corporation, South Carolina as the state of incorporation, and the words "Corporate Seal."

ARTICLE IX

EMERGENCY BY-LAWS

§9.1 Emergency By-laws

(Reserved)

ARTICLE X

AMENDMENTS

§10.1 Amendments.

The Corporation's Board of Directors may amend or repeal any of the Corporation's bylaws unless:

1. The Articles of Incorporation or the South Carolina Business Corporation Act of 1985 reserve this power exclusively to others, in whole or part; or
2. the by-law either establishes, amends, or deletes a supermajority shareholder quorum or voting requirement (as defined in §3.9 of these by-laws).

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