



**Eastside Community Development Corporation**  
————— **Connecting City to Citizen** —————

**BYLAWS**

**THE EASTSIDE COMMUNITY DEVELOPMENT CORPORATION (ECDC)**

**CHARLESTON, SOUTH CAROLINA**

**ADOPTED JULY 2, 2003**

**AMENDED AND RESTATED OCTOBER 21, 2021**

**ARTICLE I**

**NAME AND FISCAL YEAR**

- 1.1. The organization shall be known as the Eastside Community Development Corporation and will be called hereafter [ECDC]. The fiscal year of the Eastside Community Development Corporation shall be January 1 to December 31.
- 1.2. Address of Corporation: The location and address of registered office of the corporation shall be 60 America St., Charleston, South Carolina 29403.

**ARTICLE II**

- 2.1 The area of the Eastside Community Development Corporation shall be on the north by Stuart Street; on the south by Mary Street; on the east by East Bay Street; and on the west by Meeting Street.

**ARTICLE III**

**Nature of the Corporation**

- 3.1 Non-profit and tax-exempt status. The Corporation is organized as a non-profit corporation under the South Carolina Non-profit Corporation Act and as a tax-exempt organization under 501(c) (3) of the Internal revenue Code.
- 3.2 Purpose; to provide an officially organized ongoing organization of citizens in the “Eastside Neighborhood of Charleston” to review and comment on neighborhood related matters.
  - a) To establish and maintain communication between citizens, elected officials, city government, schools, businesses, industry, and all other agencies influencing the Eastside Neighborhood.

- b) To actively promote neighborliness and a great sense of community within the Eastside Neighborhood.
- c) To provide an active organization of residents so that citizens may work together to improve the neighborhood.
- d) To foster the development of a safe neighborhood for our citizens and especially the children.

**ARTICLE IV  
POLICIES**

**IV.1.** The ECDC will encourage all community members to join the ECDC and to participate in its activities. The ECDC will not discriminate against individuals or groups on the basis of race, religion, color, creed, national origin, or political affiliation in any of its policies, recommendations, or actions.

**IV.2** To act as a forum through which full and objective discussion of all questions and problems within the neighborhood can take place.

**IV.3** To operate and strengthen channels of communication with local officials and pertinent neighborhood organizations so that the real needs of the neighborhood can be known/met.

**IV.4.** To support and promote those issues viewed as beneficial to the ECDC, but which in no way could be considered a detriment to the City of Charleston of which we are a part.

**IV.5. PHOTO POLICY**

It is understood that meetings are public forums and may be audio/video recorded by the board of the ECDC without notice. Members and guests are required to submit a written request five (5) days before for photography or videotaping to the board prior to any meeting. If approved, an announcement will be made at the beginning of the meeting that it is being recorded, by whom and for what purpose.

**ARTICLE V  
MEMBERSHIP, DUES AND VOTER ELIGIBILITY**

**V.1. Regular Membership**

Membership in the ECDC is open to all residents and property owners of the Eastside Neighborhood. The ECDC seeks into membership a group as large and as diverse as possible. A member is in good standing upon meeting the requirement of residency within the neighborhood and payment of his/her dues is received by June’s general meeting. A member must be (eighteen) 18 years or older. Members in good standing have one vote.

The general membership receives committee reports, hold discussions, assesses the reaction to particular projects of discussion and {by means of the elected officers of the Eastside Community Development Corporation}, advises the Mayor/City Council as to its position before any decisions are made by the city. Recommendations may be formal resolution or by committee reports.

**V.2. Affiliate Membership**

Businesses, eastside neighborhood property owners, churches and organizations located within the established boundaries or serving our neighborhood are invited to become affiliated with the ECDC. An affiliate member will have one vote. Affiliate members can have one (1) representative represent them in voting and may not change representatives for one year. {Affiliate members can sit on the ECDC Board but may not interchange or substitute their representative}. Property owners that do not live on the eastside but own property on the eastside can have one vote but may not interchange the

representation for the property for one (1) year. All dues must be paid in full, and the property owner must be in good standing.

### **V.3. Associate Membership**

Businesses and organizations located outside the established boundaries of the ECDC neighborhood that supports the eastside neighborhood's causes and fundraising efforts are associate members. Associate members do not have a vote and cannot sit on the ECDC Board.

### **V.4. Membership Responsibilities**

Members are responsible for conducting themselves in a respectful, business-like manner at all meetings of the corporation. Such conduct includes but is not limited to arriving on time; silencing all electronic devices; speaking only when recognized by the President (or whomever is chairing the meeting); listening to those who have the floor; not conducting side bar conversations; and adhering to the established time limits for comments. If the President determines a member is not adhering to the responsibility, he/she will be asked to leave the meeting.

Members are responsible for notifying the secretary of any changes in his/her contact information (address, telephone number, email address, name change, etc.) in a timely manner. A member may not hold the corporation responsible for lack of notification of meetings or other events if she/he has not complied with the responsibility to inform the Secretary of changes in his/her contact information. Any complaints or disputes involving ECDC are to be put in writing and brought before the ECDC Board.

**V.5.A. Dues Amount.** Dues for the following year are established by vote of the membership at the January meeting of each year.

**V.5.B. Recommendation.** The Board of Directors should establish a recommended due schedule in their November meeting and bring their recommendation to the full ECDC for a vote at the January meeting.

**V.5.C. General Provisions.** No dues shall be refunded to any member for any reason, nor shall dues be prorated in the case of a member joining the ECDC at a time other than at the regular meeting.

**V.5.D.** All dues must be paid by the June general meeting of any calendar year. A member must attend at least (4) four meetings to vote in the annual ECDC election but may vote on neighborhood issues immediately after paying their dues in full.

**V.5.E. Voter Eligibility** – all members of the ECDC in good standing who are (18) eighteen years or older are eligible to vote in the ECDC elections and on issues brought up at regular meetings "Members in good standing" is defined as someone who has paid his/her full yearly membership dues. Your ECDC membership begins on the date that dues are paid in full. Proxy voting is prohibited. All voters for a particular issue must be present at the ECDC meeting when that issue is being voted on. Businesses, eastside property owners, churches and organizations that are in good standing will have one vote.

## **ARTICLE VI**

### **GENERAL MEMBERSHIP MEETINGS**

#### **VI.1. Frequency and location**

General membership meetings will be held monthly at the ECDC building located at 60 America St., Charleston, South Carolina. If the building is unavailable, the Board of Directors will determine an appropriate place to meet. A virtual option may be available for those who are unable to attend meetings in person. There shall be at least (6) six general meetings a year.

## **VI.2. Meeting Notices**

A written or printed notice stating the place, day, and hour of the meeting, including the purpose for which the meeting is called, shall be delivered to members of the ECDC, either personally or by mail, not less than (3) three days before the date of the meeting. Notification may be made by mail or electronic means (email, text; etc.).

## **VI.3. Transaction of Business**

A quorum shall not be less than (7) members of the ECDC. A quorum must be present in order to make decisions for the ECDC. However, a quorum is not necessary to conduct an ECDC meeting.

A simple majority vote of the members present in any general membership meeting of the ECDC shall rule unless otherwise stipulated in these by-laws. Robert's Rules of Order shall prevail at all meetings unless otherwise specified by the members.

## **ARTICLE VII BOARD OF DIRECTORS**

The governing body of the Corporation shall be the Board of Directors. All corporate powers shall be exercised by or under the authority of affairs of the corporation and shall be managed by the direction of the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, powers, affairs, and the Corporation which includes the hiring and firing of the Executive Director, determination of personnel, fiscal and program policies, approval of overall plans and priorities with conditions to fundraising activities.

The Board of Directors may adopt by majority vote such rules and regulations for the conduct of its business and the business of the Corporation as deemed advisable and may, in execution of powers granted, delegate certain of its authority and responsibility to an Executive Committee.

The Board of Directors members shall qualify by application to include their educational, academic and community qualifications (Exhibit 1a). Upon nomination they are required to sign the Board Commitment Form (Exhibit 1b).

### **VII.1. Management**

The management of this organization shall be vested in the Board of Directors which shall be composed of a minimum of (5) five and a maximum of (11) Board member who are (18) years or older. The Board of Directors make the daily decisions for the operations and upkeep of the ECDC businesses and financial matters

### **VII.2. Books and Records**

The ECDC shall keep and complete books and records of accounts and shall also keep minutes of the proceedings of its members, ECDC Board and committees having any of the authority of the ECDC Board and shall keep at the registered office a record giving the names and addresses of the members entitled to vote. All Books and records of the ECDC may be inspected by any member or his agent/attorney for a proper purpose in a reasonable amount of time. All requests must be in writing.

**VII.3.** The membership shall elect the Board of Directors at its December election general membership meeting. The Board of Directors will elect its officers at its December board meeting.

Elections may be postponed up to (1) one year in the case of a national or natural disaster or pandemic to provide equity and consistency for members during difficult times.

#### **VII.4. Term of Office**

Each member of the Board of Directors shall serve a term of (3) three years, commencing on the day of his/her election and until his/her successor is elected. The term of the initial board shall be staggered, having one-third of the members serving for a year, one-third serving (2) two years, and one third serving for (3) three years.

In the event a Board member decides to resign from the Board before their term is completed, that Board member will remain off the Board for a period of (3) three years before that member can sit on the ECDC Board again. The vacancy will be filled according to ECDC by-laws by a member in good standing and who has met the requirements to serve on the ECDC Board of Directors.

#### **VII.5. Meetings**

The Board shall have at least (6) six meetings a year. The Board will meet following every general meeting at a mutually agreed location. Board of Directors meetings shall be publicized to the membership at large. Any Member can attend meetings of the Board of Directors but only members of the Board may vote on any matter before the Board. The Board may go into executive session to complete the Corporation's business.

#### **VII.6. Special Meetings**

Special meetings may be called by the President/Vice-President if the nature of the business is urgent. The meeting may be conducted by telephone, conference call, email, or non-face-to-face communication will be considered a meeting and must be documented and put in the corporations' minutes.

#### **VII.7. Quorum**

A simple majority of the membership of the Eastside Community Development Corporation's Board of Directors shall constitute a quorum.

#### **VII.8. Board Responsibility**

The ECDC Board of Directors are responsible for the following:

- Making recommendations to the membership concerning matters of interest in the neighborhood.
- Formulate the agenda for the Eastside Community Development Corporation meeting.
- Channel requests for information.
- Provide the most up to date and accurate information.
- Meet with individuals who are bringing business before the full ECDC (for example, zoning issues, business operation issues, and commercial investments in the area).
- Plan strategies for achieving the goals of the ECDC.
- Seek the advice and counsel of the entire corporation membership on meeting topics, guest speakers and other matters of general concern.
- Approve a written annual report. This report shall include a summary of the corporations' activities during the previous year and most recent financial report.
- Adopt an annual operating budget prior to the beginning of each fiscal year.
- Abide the ECDC Conflict of Interest Policy.

**ARTICLE VIII.  
ELECTION OF THE BOARD**

**VIII.1.** Eligibility to run for a seat on the ECDC Board of Directors. Nominee must be an active member and be at least (18) eighteen years or older. {Nominee cannot have asked to leave a general membership or Board meeting on (2) two or more occasions prior to the November general membership meeting in the year, he/she is being nominated. **Nominee must reside in the boundaries of ECDC or be an affiliate member.** Nominee must be a member in good standing which means that they have paid their dues in full by the June general meeting. Nominee must be an “active member” in the ECDC. “Active” is defined as having attended at least (6) ECDC general meetings during the year he/she is being nominated prior to the November meeting.

**VIII.2. Nominating Committee**

Election of Board Members shall take place annually at the December meeting of the Eastside Community Development Corporation. In October, the President shall appoint a nominating committee (composed of at least (3) three persons) to bring before the November ECDC general meeting, a slate of Board members who are eligible and interested in being elected. It is the responsibility of the Nominating Committee each office to be elected. It is the responsibility of the nominating committee to;

- Obtain from the Secretary a copy of these By-Laws and familiarize themselves with the rules governing the election of officers.
- Obtain from the Secretary a list of members of the ECDC who are in good standing and eligible to be elected to the Board.
- Contact eligible members and determine who wishes to be a candidate for the Board.
- Obtain a signed agreement from those who are nominated that states they will be willing to serve if elected and will voluntarily give up their board seat if they miss more than (4) four Board meetings during the year they are elected to serve. (See Exhibit 1).
- Present the Slate to ECDC at the November general meeting.
- Following the report of the nominating committee, the ECDC will be able to make nominations from the floor, provided the Nominee is eligible, present and agrees to serve in the office if elected.

**VIII.3. Conduct of the Election**

At the December meeting, the President will ask the nominating committee to read the Slate. The President will appoint tellers to count the votes. The President will ask the Secretary to present the tellers a list of the eligible voters as of that meeting. The President will then close the financial books, vacate the office, and instruct the tellers to conduct the election. The election will then proceed by ballot and the election is determined by plurality vote. The President will announce the results after the vote is tabulated. Elections may be postponed up to (1) one year in the case of a natural, national, or pandemic disaster to provide equity and consistency for members during difficult times.

**VIII.4. Replacement of Board Members**

Any officer of the ECDC may resign at any time by delivering notice to the Corporation. If a member of the Board of Directors resigns his/her position before completing his/her (3) three-year term, the President will call for an election by ballot followed by nominations in the next Board meeting after the vacancy occurs. If there are no eligible nominees at that time, then the position will remain vacant until the next nomination cycle begins in October.

**ARTICLE IX  
OFFICERS, TERMS OF OFFICE AND DUTIES OF OFFICERS**

The officers of the ECDC shall be President, Vice-President, Treasurer, and Secretary.

All officers must reside within the stated geographical boundaries of the ECDC for the entire period that they hold office. Officers will be elected annually and will hold office from January 1 to December 31.

Vacant offices will be elected at the December Board of Directors meeting and will hold office from January 1 for (3) three years ending December 31.

**IX.1. President**

**Term:** The President may hold office for three (3) consecutive full years. At the end of the three years in office, the immediate past president shall serve for one additional year as an ex officio, on the Board of Directors and may run again for the same position after being out of office at least one year. The Ex-Officio will have (1) one vote.

**Duties:** The President is the principal executive officer of the ECDC, and subject to the control of the ECDC, shall in general preside at all meetings. If the president is not present, then the vice-president shall preside. The President may sign, with the Treasurer or any other officer of the Corporation so authorized by the Board any contracts, leases or other instruments which lawfully may be executed on behalf of the Corporation. The President shall be responsible for an annual work plan and budget. Upon his/her departure from office shall prepare a report containing a summary of the activities of the past year and make actionable recommendations for the in-coming President. The report shall be made available to the membership at the January meeting. The president shall perform other duties as may be prescribed by the ECDC from time to time.

**IX.2. Vice President**

**Term:** The Vice President may hold office for three (3) consecutive years and may run again for the same position after being out of office for at least (1) one term. Should the office of the President become vacant, it will automatically be filled by the Vice President for the remainder of the term. As the new President, the Vice President will be able to serve for three (3) additional years if elected by the Board of the ECDC. Should the office of the Vice President become vacant, an election will be held following nominations at the ECDC Board meeting immediately after the vacancy occurs. The new Vice President will serve for the remainder of the term. The new Vice President will be eligible to serve three (3) additional years if elected by the Board members of the ECDC.

**Duties:** The Vice President shall perform the duties of the President in the absence of the President, or in the event of death, inability, or refusal to act, or resignation. When so acting, the Vice President shall have all the powers of and be subjected to the restrictions upon the President. The Vice President shall be responsible for overseeing the functions of the standing committees on Social Service, Planning and Public Service, Economic Development, and Budget and Finance.

**IX.3. Treasurer**

**Term:** The Treasurer will be elected at the annual election by the Board of the ECDC. Should the office of Treasurer become vacant, an election will be held following nominations at the ECDC Board meeting immediately after the vacancy occurs. The new Treasurer will serve for the remainder of the (3) three-year term.

**Duties:** The Treasurer shall keep written records of all financial matters for the ECDC including the collection and documentation of all dues and other monies for the ECDC. The Treasurer will also maintain accurate bank records pertaining to the finances involving ECDC and will make written reports at every Board and general membership meeting to account for finances.

#### **IX.4. Secretary**

**Term:** The Secretary will be elected at the annual election by the Board of the ECDC. Should the office of Secretary become vacant an election will be held following nominations at the ECDC Board meeting immediately after the vacancy. The new Secretary will serve for the remainder of the three (3) year term.

**Duties:** The Secretary shall keep written minutes of the ECDC meetings, including a list of members present at each regular meeting, in a permanent record book. The Secretary shall be custodian of records, and shall keep a current roster of ECDC memberships, with an exact account of voting members. It is incumbent on each member to notify the Secretary of any change of address, or other information pertinent to the ECDC. The Secretary will perform such other duties as from time to time that may be assigned by other officers.

### **ARTICLE X**

#### **STANDING COMMITTEES OF THE ECDC**

There shall be four (4) Standing Committees of the ECDC, Social services, Planning and Public Service, Economic Development and Budget & Finance. The President shall assume responsibility for assuring that the committee's function by appointing a chairperson for each committee function by referring appropriate issues to the committees. Chairpersons shall serve for one year but may be reappointed at the pleasure of the President. The Vice-President is responsible for working with the Standing Committees to assist them in carrying out their respective responsibilities and to receive written reports.

##### **X.1. Social Services Committee**

This committee is responsible for informing members about social service agencies and directing neighborhood residents in need to the appropriate agencies. The Committee encourages self-help activities among residents to meet specific needs. The committee promotes fire prevention education; seeks enforcement of health codes and ordinances related to blood donor programs, healthcare for the elderly, and healthcare programs. The committee promotes crime prevention; shares crime statistics, cooperates with the Charleston Police Departments by encouraging acquaintance within the neighborhood patrolmen and safety needs, promotes citizen participation in crime prevention and control. The social committee assists in the development and promotion of community recreation programs and is responsible for organizing all social functions for the ECDC including the Stop the Violence event. The committee reports must be written.

##### **X.2. Planning and Public Service**

This committee is concerned and works to promote energy conservation, environmental protections, recycling, utilities service, waste disposal and pollution. The committee works on issues and concerns in the neighborhood on housing, transportation, parking, streets, curbs, zoning, and sewer. This committee is responsible for working with the ECDC Board to come up with the neighborhood annual budget requests to the City of Charleston. The committee reports are to be written.

##### **X.3. Economic Development**

It is the responsibility of this committee to recommend ways and means of furthering the economic development and revitalization of the neighborhood. The committee encourages and promotes consumer education, location of business needs, participation of business matters affecting the neighborhood and home ownership and affordable housing. This committee is concerned with voter registration and employment issues.



#### **X.4. Budget and Finance**

The Treasurer shall chair the Budget and Finance committee. This committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget. Any major change in the budget must be approved by the ECDC Board. The fiscal year shall be the calendar year.

#### **ARTICLE XI.**

##### **AMENDMENT TO BYLAWS**

If a quorum exists, Bylaws may be amended, altered, added to, or repealed by an affirmative vote of 60% majority of the membership of the Corporation who are present at any general meeting. Notice shall be given of the proposed amendment, alteration, change or repeal of any section of the Bylaws by reading aloud and/or providing a written copy of the changes at the scheduled general membership meeting when the changes are being voted upon.

#### **ARTICLE XII.**

##### **DISSOLUTION**

The Corporation shall be dissolved by a  $\frac{3}{4}$  vote of the active members in good standing who are present at any meeting of the Corporation, by first giving ten (10) days written notice to all members in good standing.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit nor to any individual. All assets remaining after the payment of the Corporation debts shall be conveyed to any organization (s) created and operated for non-profit purposes and which at the time of dissolution qualifies as an exempt organization (s) under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The provision shall be irrevocable. Said corporation to be determined by a majority vote of members in good standing.