

BYLAWS

OF [NAME OF NONPROFIT CORPORATION]

(A South Carolina Nonprofit Corporation)

ARTICLE I – NAME AND PRINCIPAL OFFICE

The name of the Corporation is **[Name of Organization]**.

The principal office shall be located in the State of South Carolina at such place as determined by the Board of Directors.

ARTICLE II – PURPOSES

Section 1. IRS-Compliant Purpose

This Corporation is organized exclusively for charitable, educational, religious, and/or scientific purposes within the meaning of **Section 501(c)(3) of the Internal Revenue Code**.

Section 2. Specific Purpose

The Corporation's specific purpose is to:

[Insert mission — e.g., “provide legal services, advocacy, and support to underserved individuals and families in South Carolina.”]

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ARTICLE III – LIMITATIONS AND RESTRICTIONS

Section 1. Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or private persons, except that the Corporation may pay reasonable compensation for services rendered.

Section 2. Political Activities

The Corporation shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Lobbying

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

Section 4. Compliance

The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt under Section 501(c)(3).

ARTICLE IV – MEMBERS

The Corporation shall have **no members**, as permitted under S.C. Code § 33-31-601. All corporate powers shall be exercised by or under the authority of the Board of Directors.

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ARTICLE V – BOARD OF DIRECTORS

Section 1. Authority

The affairs of the Corporation shall be managed by its Board of Directors in accordance with **S.C. Code § 33-31-801**.

Section 2. Number and Qualifications

The Corporation shall have no fewer than **three (3) directors**. Directors must be natural persons.

Section 3. Terms

Directors shall serve staggered terms of **three (3) years** and may be re-elected.

Section 4. Duties (Fiduciary Standards)

Directors shall discharge their duties in good faith, with the care an ordinarily prudent person would exercise, and in a manner they reasonably believe to be in the best interests of the Corporation, consistent with **S.C. Code § 33-31-830**.

Section 5. Removal

A director may be removed with or without cause by a majority vote of the Board, unless otherwise restricted by law.

Section 6. Vacancies

Vacancies shall be filled by a majority vote of the remaining directors.

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ARTICLE VI – MEETINGS OF THE BOARD

Section 1. Annual Meeting

An annual meeting shall be held each year at a time designated by the Board.

Section 2. Regular Meetings

Regular meetings may be held at such times and places as determined by the Board.

Section 3. Special Meetings

Special meetings may be called by the President or a majority of the directors.

Section 4. Notice

Notice of meetings shall be given at least **two (2) days** in advance unless otherwise agreed.

Section 5. Quorum

A majority of directors in office shall constitute a quorum.

Section 6. Remote Meetings

Directors may participate in meetings by conference telephone or similar communications equipment, as permitted by **S.C. Code § 33-31-820**.

ARTICLE VII – OFFICERS

Section 1. Officers

The officers shall include:

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- President
- Secretary
- Treasurer

The Board may create additional officer positions.

Section 2. Duties

- **President:** Presides over meetings and provides leadership
- **Secretary:** Maintains records and minutes
- **Treasurer:** Oversees financial management and reporting

ARTICLE VIII – COMMITTEES

The Board may establish committees pursuant to **S.C. Code § 33-31-825**. Committees shall not exercise powers prohibited by statute.

ARTICLE IX – CONFLICT OF INTEREST

The Corporation shall adopt and comply with a Conflict of Interest Policy consistent with IRS Form 1023 requirements. Any director with a financial interest shall disclose such interest and abstain from voting.

ARTICLE X – COMPENSATION

Directors shall not receive compensation for their services as directors. The Corporation may reimburse reasonable expenses and pay reasonable compensation for services rendered in a capacity other than as a director.

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ARTICLE XI – INDEMNIFICATION (IMPORTANT IN SC)

To the fullest extent permitted by **S.C. Code § 33-31-850 through 857**, the Corporation shall indemnify its directors and officers against liability incurred in the course of their duties, provided they acted in good faith and in a manner reasonably believed to be in the best interests of the Corporation.

ARTICLE XII – RECORDS AND REPORTS

The Corporation shall maintain appropriate records in accordance with **S.C. Code § 33-31-1601**, including:

- Minutes of meetings
- Accounting records
- Corporate documents

ARTICLE XIII – FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE XIV – AMENDMENTS

These bylaws may be amended by a majority vote of the Board of Directors unless otherwise required by law.

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ARTICLE XV – DISSOLUTION (IRS REQUIRED LANGUAGE)

Upon dissolution, the assets of the Corporation shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3), or to the federal government or a state or local government for a public purpose.

Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office is located.

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What You Still Need (Don't Skip This)

Even with bylaws, for South Carolina + IRS approval you also need:

1. Articles of Incorporation (CRITICAL)

Filed with SC Secretary of State — must include:

- 501(c)(3) purpose clause
- Dissolution clause
- Registered agent

2. EIN (IRS)

Apply online.

3. IRS Form 1023 or 1023-EZ

- If you expect >\$50K revenue → full 1023
- Otherwise EZ may work (but less flexibility)

4. SC State Filings

- Secretary of State registration for charitable organizations (if soliciting donations)

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