

# **By-Laws of the Daniel Island Neighborhood Association**

## **ARTICLE I – NAME**

The name on the Articles of Incorporation is the Daniel Island Neighborhood Association, Inc.

## **ARTICLE II – BOUNDARIES**

The areas of the Daniel Island Neighborhood Association shall be bounded on the north by Beresford Creek, on the south by the Charleston Harbor, on the east by the Wando River, and on the west by the Cooper River. Attached is a map illustrating the geographic location and boundaries of Daniel Island.

## **ARTICLE III – PURPOSE**

- A. To provide an officially recognized, ongoing organization of citizens to review and comment on neighborhood-oriented matters.
- B. To effectively facilitate meaningful communication among citizens, elected officials, city government, developers, builders, and all others associated with Daniel Island.
- C. To actively promote neighborliness and a greater sense of community in every neighborhood throughout the city.

## **ARTICLE IV – MEMBERSHIP**

- A. All residents within the above-stated boundary are eligible for membership within the Association. To be considered a member, a resident must provide the Association with their contact information and be verified as residing within the above-stated boundary. All members eighteen (18) years or older will be eligible to hold office in the Association and to vote on issues and the election of officers.
- B. Voting is to be conducted by secret ballot, including by electronic survey sent to an email roster of Association members. If voting is by electronic survey, then written notice stating the date range for voting shall be delivered by email, displayed on the Association website, in newspaper(s), or the community website no less than two days before voting is to commence. A quorum is required and shall be defined as not less than twenty (20) members of the Association, and majority rules in Association voting.
- C. Businesses located within the established boundaries will be invited to become affiliated with the Association. They will be classified as non-voting members unless they are also residents of Daniel Island.
- D. Any Association fees will be assessed as determined by the Board of Directors with at least two-weeks' notice provided to residents as to the amount and nature of the fees.

## **ARTICLE V – OFFICERS, TERMS OF OFFICE, DUTIES**

The membership will elect four officers (President, Vice-President, Secretary, and Treasurer). All officers must reside within the above stated geographical boundary, as defined in Article II, for the entire period they hold office. Officers will be elected every two years. The Board of Directors will consist of the 4 officers and the immediate past President. Other officers may, from time-to-time, be appointed by the Board of Directors.

### **A. TERM OF OFFICE**

#### **PRESIDENT**

The President will be able to serve for two consecutive full terms (two 2-year terms) and may run again for the same position after being out of office for at least one term. An ex-President may run for the position of Vice President after being out of office as President for at least one term.

Should the office of the President become vacant and unable to be filled by the Vice President, it will be filled through an election by secret ballot following a defined period of written or spoken nominations or expressions of interest. The new President will be able to serve the remainder of the unexpired term and will be able to serve for two additional full terms if the voters so desire.

If after serving two full terms no other residents express interest in the position of President, the current President, if willing, can extend his/her term for one additional year.

#### **VICE PRESIDENT**

The Vice President will be able to serve for two consecutive full terms (two 2-year terms) and may run again for the same position after being out of office for at least one term.

Should the position of President become vacant, it will be filled automatically by the Vice President for the remainder of the unexpired term; and as the new President will be able to serve for two additional full terms if the voters desire. Should the office of the Vice President become vacant, it will be filled through an election by secret ballot following a defined period of written or spoken nominations or expressions of interest. The new Vice President will be able to serve for the remainder of the unexpired term and will be able to serve for two additional full terms if the voters so desire.

If after serving two full terms no other residents express interest in the position of Vice President, the current Vice President, if willing, can extend his/her term for one additional year.

#### **SECRETARY**

The Secretary will be able to succeed him or herself indefinitely if the voters so desire. Should the office of the Secretary become vacant, it will be filled through an election by secret ballot following a defined period of written or spoken nominations or expressions of interest. The new Secretary will be able to serve for the remainder of the unexpired term and will then be able to serve for any number of full terms if the voters so desire.

## **TREASURER**

The Treasurer will be able to succeed him or herself indefinitely if the voters so desire. Should the office of the Treasurer become vacant, it will be filled through an election by secret ballot following a defined period of written or spoken nominations or expressions of interest. The new Treasurer will be able to serve for the remainder of the unexpired term and will then be able to serve for any number of full terms if the voters so desire.

### **B. DUTIES**

The President shall be the Chief Executive Officer of the Association and, subject to the control of the Association, shall in general supervise and control the business affairs of the Association. The President shall preside at all meetings of the members. If the President is not present, then the Vice President shall preside. The President shall perform other duties as may be prescribed by the Association.

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. When so acting, the Vice President shall have all the powers of and be subject to the restrictions upon the President. The Vice President shall perform other duties as may be prescribed by the Association or the President.

The Secretary shall assist with coordinating all meetings, take minutes at all meetings, be custodian of the Association's meeting minutes and membership records, and perform such other duties as may be assigned by the Association or the President.

The Treasurer shall be custodian of the Association's financial records, provide a monthly financial report to the Association, collect any assessed fees, keep a register of any such fees including payor, amount collected and purpose of fee, and perform such other duties as may be assigned by the Association or the President.

Other duties of the elected officers shall be to formulate the agenda for the upcoming Association meetings, determine and assess fees, channel requests for information, perform a fact-finding function, and clarify rumors. The elected officers will continually seek the advice of the residents for such matters including, but not limited to, meeting topics and guest speakers.

## **ARTICLE VI – MEETINGS**

The general membership of the Association will meet at least 4 times per year, and additional meetings may be called if deemed necessary by the Board of Directors. The Board of Directors will establish a regular meeting time. Written notices stating the place, day, and hour of said meeting and the meeting agenda shall be delivered via email, displayed on the Association website, in newspaper(s), or the community website no less than two (2) days before the date of the meeting. The quorum shall be defined as not less than twenty (20) members of the Association, and the quorum must be present in order to make binding decisions for the Association. However, a quorum is not necessary to conduct an Association meeting. Roberts' Rules of Order shall prevail at all meetings unless otherwise specified by the members.

## **ARTICLE VII – POLICIES & PROCEDURES**

The Board of Directors shall from time to time establish policies and operating procedures relative to conducting business related to these By-Laws, and to resolutions and other actions that the Board of Directors may take that will require sustained activity by the Association. Correspondingly, the Board of Directors shall direct the President to develop administrative procedures to ensure that all regulations, rules, policies, and other resolutions adopted by the Board of Directors are supported within the day-to-day operations of the Association.

## **ARTICLE VIII – LIMITATION OF DIRECTORS' LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER PERSONS.**

Directors and officers of the Association shall be indemnified to the full extent allowable under South Carolina nonprofit corporation law.

## **ARTICLE IX – DIRECTOR'S LIABILITY**

No Director or officer of the Association shall be personally liable for debts, liabilities, and other obligations of the Association.

## **ARTICLE X – RECORDS**

**Records Maintained:** The Association shall keep as permanent record of minutes of all meetings of its Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Association shall also maintain accounting records and an accurate and current record of its Board members.

**Availability:** All records of the Association including books, accounts, records, minutes, letters, memoranda, documents, checks, vouchers, telegrams, articles, By-Laws, and any and all other records that may be deemed necessary in the operation of the Association shall be available for review or copying to the Attorney General of South Carolina or to a duly designated representative of the federal government upon written request from the investigating entity to the President.

**Permanent Records:** The articles of incorporation, restated articles of incorporation, and all amendments to them currently in effect, resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of Board members, minutes of all meetings of the Board of Directors and a record of all actions approved by the Board of Directors for the past three years, all written communications to the Board of Directors within the past three years, including the financial statements for the past three years and the most recent report of each type required to be filed by the Association with the Secretary of State shall be maintained as permanent records of the Association at its principal office or the offices of the Secretary or Treasurer.

**Public Inspection:** Records of the Association that must be available to the public either under federal or state law during normal office hours shall be held at the Association's principal office or the offices of the Secretary or Treasurer.

## **ARTICLE XI – AMENDMENTS**

If a quorum exists, By-Laws may be amended, altered, changed, or repealed by voting as provided in Article IV, so long as notice of the proposed amendment, alteration, change, or repeal be properly publicized on the agenda of the next Association meeting.

## ARTICLE XII – DISSOLUTION

In the event of dissolution, assets of the Association shall, after necessary expenses thereof, be distributed to another organization exempt under IRS Section 501(a), or corresponding provisions of any subsequent federal tax laws, or to the federal government, or state or local government for a public purpose. Any such assets not so disposed of shall be then allocated, as a court of competent jurisdiction may determine, to such organization or organizations that are organized and operated for such purposes.

These By-Laws were approved by the Association on November 13, 2018.

*Marie J. Delcioppo*

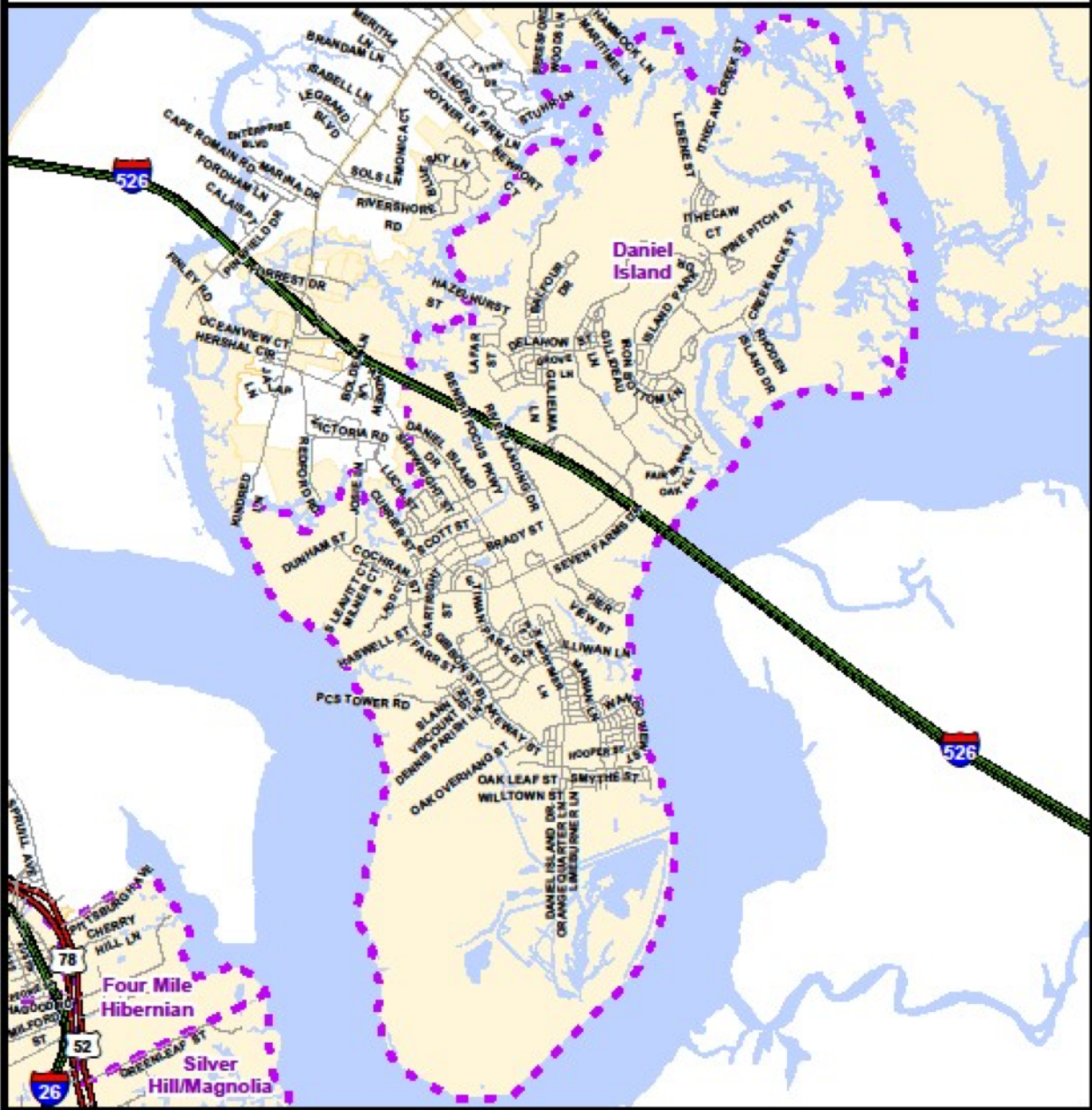
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Marie J. Delcioppo, President

November 13, 2018

Date

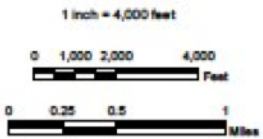
Neighborhood Council boundaries  
 Daniel Island  
 City of Charleston

-  Interstates
-  US Highways
-  State Highways
-  Streets
-  Neighborhood Councils
-  Water
-  City of Charleston
-  Areas not in the city



City of Charleston  
 Planning, Preservation and Sustainability Dept  
 GIS Division  
 75 Calhoun St, Third Floor  
 Charleston, SC 29401  
 843.724.3787  
[www.charleston-sc.gov](http://www.charleston-sc.gov)

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Map created 8/9/2012