

AMENDED BYLAWS OF  
FIRST PRESBYTERIAN CHURCH COUNSELING CENTER, INC.

**ARTICLE I**

NAME

The name of the Corporation shall be First Presbyterian Church Counseling Center, Inc. (hereinafter "the Counseling Center").

**ARTICLE II**

PURPOSE

The Corporation shall be a ministry of First Presbyterian Church, Columbia, South Carolina (hereinafter "FPC"). The purpose of the Corporation shall be to provide clinical counseling and preventative services to the members of FPC and to the community of Columbia, South Carolina. The counseling rendered shall be compatible with the beliefs and teachings of FPC and shall complement the pastoral ministry of FPC. The Counseling Center shall use Christian counseling principles for the purpose of teaching, training, and counseling toward emotional and relational growth, with the ultimate goal of maturity in Christ.

**ARTICLE III**

ORGANIZATION

The Corporation shall be a non-profit organization, with no members, incorporated under the South Carolina Nonprofit Corporation Act (S.C. Code Ann. § 33-31-10 et seq. (1976)<sup>1</sup>), and established and operating in accordance with the provisions of section 501(c)(3) of the Internal Revenue Code (26 U.S.C. § 501(c)(3)) of 1986, as amended. The Corporation shall not engage in activities not permitted to be carried on by an organization exempted from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code or under the corresponding provisions of any future United States Internal Revenue law.

The Corporation shall derive its operational expenses from client fees, FPC, and other donations and gifts. No part of the net earnings shall inure to the benefit of any officer or director of the Corporation, and no officer or director may receive compensation for any services rendered to the Corporation.

The Counseling Center shall be administered by an Executive Director with the support of a Board of Directors under the auspices of the Session of FPC.

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<sup>1</sup> Repealed and replaced with the South Carolina Nonprofit Corporation Act of 1994 (S.C. Code Ann. § 33-31-101 et seq.), effective May 10, 1994. The Corporation filed its Amended and Restated Articles of Incorporation on August 4, 1995.

## ARTICLE IV

### BOARD OF DIRECTORS

#### Section 1. Composition

The Counseling Center shall be supported by the Board of Directors (hereinafter "the Board"), composed of a total of thirteen Directors, twelve of whom shall be members of FPC, and one of whom shall be a member of the pastoral staff of FPC (hereinafter "the pastoral-staff Director") serving as a full voting member.

#### Section 2. Powers

The Board shall have the entire management of the business of the Corporation and shall constitute the board of directors of the Corporation under South Carolina law. In the management and control of the property, business and affairs of the Corporation, the Board is hereby vested with all the powers possessed by the Corporation itself, so far as this delegation of authority is not inconsistent with the laws of the State of South Carolina.

#### Section 3. Duties and Rights

The Board shall establish policy and procedures for the Counseling Center and assist the Executive Director in other duties that will enable the Counseling Center to provide professional counseling services. The Board shall determine the powers, duties and responsibilities of the Executive Director and ensure an annual review of his performance. The Board, in consultation with the Pastor of FPC, shall be responsible for recruiting and hiring the Executive Director. The Board, with the recommendation of the Executive Director, shall be responsible for the hiring and termination of all other counselors. The Board, through the Executive Committee, may assist the Executive Director in the process of hiring and terminating interns and support staff.

#### Section 4. Nomination of Directors

In January of each year, the Chairman of the Board shall appoint a Nominating Committee to identify nominees and alternate nominees to serve as successor Board members. Suggestions for Directors may be made to the Nominating Committee no later than August of that year. After consultation with the pastoral-staff Director and the Executive Director regarding proposed nominees, the Nominating Committee shall submit its final recommendation of proposed nominees and alternate nominees to the Board in September of each year. By no later than October, the Board shall discuss and vote on the nominees. A nominee can be approved only by a majority vote. The Nominating Committee shall also consult with the pastoral staff of FPC concerning the nomination of the pastoral-staff Director, whose name shall be submitted to the Board at the same time as the other nominees.

#### Section 5. Election of Directors

Immediately after Board approval of nominees in October of each year, the Chairman of the Board shall present the slate of approved nominees to the Session of

FPC for its concurrence. Upon concurrence by the Session, the individual nominees are deemed elected.

#### Section 6. Vacancies

Any vacancy on the Board shall be filled expeditiously by the Board, with the concurrence of the Session. The procedure to be used in filling a vacancy shall follow the provisions for the nomination and election of Board members as described in Sections 4 and 5 herein, except that neither the Board nor the Nominating Committee shall be bound by the time schedule provided therein.

#### Section 7. Terms of Office

The term of office of a Director shall be three years, except that the term of office of the pastoral-staff Director shall be one year. The pastoral-staff Director shall be elected each year. The terms of office of all other Directors shall be staggered in three classes of four Directors each with one class being elected each year. All Directors elected to fill new terms shall begin service on the Board on the first day of January following their election. All Directors elected to fill unexpired terms shall begin service on the Board immediately after being elected.

#### Section 8. Eligibility for Re-election

A Director may be re-elected to serve a second consecutive full term. A Director who serves less than a full term shall be eligible for re-election for two subsequent consecutive full terms. A Director who has served two consecutive full terms shall not be eligible for re-election until after a full year has elapsed. The pastoral-staff Director, however, shall not be subject to the term limitations referenced in this section and may be re-elected without limitation.

#### Section 9. Removal

A Director may be removed by an affirmative vote for removal by two-thirds of the entire Board.

## **ARTICLE V**

### **MEETINGS OF THE BOARD OF DIRECTORS**

#### Section 1. Regular Meetings

Regular meetings of the Board shall be held at such time and place (including via electronic means) as shall be determined by the Board. The Board shall typically hold one regular meeting each month of the year. The minutes of the prior monthly meeting shall serve as notice of the next monthly meeting. In the event that the date, time, or location of a regular meeting is changed, timely notice of such meeting shall be given to each Director.

#### Section 2. Annual Meeting

The first part of the January meeting shall be known as the Annual Meeting and shall be for the purpose of receiving annual reports from the Executive Director and

Committees. The second part of the meeting shall be for the purpose of conducting the regular monthly Board meeting.

### Section 3. Special Meetings

Special meetings of the Board may be held at any time or place (including via electronic means) whenever called by the Chairman; however, two Directors may call a meeting by giving timely written notice thereof. Notice of such meetings, stating the purpose thereof, shall be given to each Director. Special meetings may, however, be held at any time without written notice, provided that all of the Directors are present or waive notice thereof. In the event that a special meeting is called for the purpose of removing a Director, notice ten days in advance shall be given to all Directors, including the Director whose removal is sought.

### Section 4. Quorum

A majority of the members of the Board shall constitute a quorum for the transaction of business, unless otherwise provided by law or by these bylaws.

### Section 5. Voting

The Board shall act by a majority vote of its members present and voting, except that an affirmative vote of a majority of the entire Board shall be required to create committees and to appoint chairmen and members of committees, and an affirmative vote of two-thirds of the entire Board shall be required to adopt or amend bylaws and to remove a Director.

## **ARTICLE VI**

### **COMMITTEES**

#### Section 1. Standing Committees

The Standing Committees shall include (A) Executive/Operations, (B) Finance, (C) Development/Marketing/Public Relations, and (D) Nominating. The Board may delegate authority to the committees not inconsistent with the South Carolina Nonprofit Corporation Act of 1994.

#### Section 2. Appointment of Chairman and Members of Committee

In January of each year, the Chairman shall appoint the members of each standing committee and shall also designate one member to be the committee chairman. Each standing committee shall be composed of at least three Directors. Each Director shall be a member of at least one committee. Officers of the Board shall not serve as chairman of any committee, except the Chairman shall serve as chairman of the Executive Committee, the Treasurer may serve as chairman of the Finance Committee, and the Vice-Chairman, the Secretary, and the Treasurer may serve as chairman of an *Ad Hoc* Committee. The Chairman may serve on any committee except the Nominating Committee.

### Section 3. Overview of Standing Committees

#### A. Executive/Operations

The Executive/Operations Committee (hereinafter "Executive Committee") shall consist of the Chairman, the Vice-Chairman, the Secretary, and the Treasurer. It shall be subject in all respects to the authority and direction of the Board. Between Board meetings, the Executive Committee shall have and exercise the power and authority of the Board to manage the Corporation.

The Executive Committee shall meet at the call of the Chairman. The presence of three members on the Executive Committee shall constitute a quorum. The affirmative vote of a majority of the quorum present shall be necessary for the adoption of any resolution or transaction of any business. All actions of the Executive Committee shall be reported either in writing to each Director within thirty (30) days after such action is taken or orally at the next meeting of the Board, if such meeting is held within thirty (30) days the action taken. All actions of the Executive Committee shall be included in the first published minutes of the Board after the action is taken.

The Executive Committee shall be responsible for providing and maintaining appropriate staff and suitable facilities for carrying out the mission of the Counseling Center. It shall review the procedural and human resource practices of the Counseling Center as the need arises or upon request of the Executive Director.

The Executive Committee shall annually evaluate the performance of the Executive Director. The evaluation shall be in writing and signed by the Chairman. A copy of the written evaluation shall be provided to the Executive Director and the original shall be filed in the official Corporate records.

The Executive Committee shall receive and review a report from the Executive Director by no later than May 15 each year indicating whether all persons involved in counseling at the Counseling Center are in good standing with the South Carolina Department of Labor, Licensing, and Regulation and indicating whether complaints or disciplinary actions have been filed against the Counseling Center or any of the persons involved in counseling at the Counseling Center.

#### B. Finance Committee

The Finance Committee shall advise the Board concerning policies and procedures for the financial management of the Counseling Center and its assets. It shall implement policies and procedures approved and delegated to it by the Board. The Treasurer shall serve as a member of the Finance Committee and may serve as its chairman.

#### C. Development/Marketing/Public Relations Committee

This Committee shall seek financial support for the Counseling Center from appropriate sources. The Development Committee must obtain the approval of a majority of the Directors before applying for government funding.

This Committee shall also oversee the communication and promotion of

the vision, goals, and services of the Counseling Center to the membership of FPC and to the community.

D. Nominating Committee

The Nominating Committee shall submit a list of nominees for Directors and officers to the Board in August of each year or promptly after a vacancy occurs. The respective procedures to be used in making such nominations shall be in accordance with Sections 4 or 5 of Article IV and Section 2 of Article VII of these bylaws.

E. Marketing/Public Relations

The Marketing/Public Relations Committee shall communicate and promote the vision, goals, and services of the Counseling Center to the membership of FPC and to the community.

Section 4. Ad Hoc Committees

*Ad Hoc* committees may be established by a majority vote of the entire Board to undertake special projects relating to the Counseling Center. Before this vote is taken, the Chairman shall submit a written proposed mission statement of the *Ad Hoc* committee to the Secretary. An *Ad Hoc* committee shall exist for no more than nine months, unless a majority vote of the entire Board extends the authority of the *Ad Hoc* committee for no more than six additional months. The Chairman shall appoint the chairman and up to five members of each *Ad Hoc* committee.

A. Bylaws Committee

The Bylaws Committee shall review the bylaws annually or whenever requested by the Board and shall recommend revisions or amendments where advisable. It shall interpret the bylaws when requested by the Board.

B. Nominating Committee

The Nominating Committee shall submit a list of nominees for Directors and officers to the Board in August of each year or whenever a vacancy occurs. The respective procedures to be used in making such nominations shall be in accordance with Sections 4 or 5 of Article IV or Section 2 of Article VII of these bylaws.

Section 5. Non-Director Members of Committees

Persons who are not members of the Board may be appointed by the Chairman to committees. Appointees, however, must be interested in the overall objectives of the Counseling Center and the specific objectives of the assigned committee. No more than one non-Director may be appointed to a committee. The appointment of a non-Director shall not exceed one year, unless a majority vote of the entire Board extends the appointment for no more than one additional year.

Section 6. Non-Director Members of Committees

Persons who are not members of the Board may be appointed to committees.

Appointees, however, must be interested in the overall objectives of the Counseling Center and the specific objectives of the respective committees.

## **ARTICLE VII**

### **OFFICERS**

#### Section 1. Composition

The officers of the Corporation shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. Each officer shall be a member of the Board and shall be elected by the Board. No Director shall hold more than one office at a time.

#### Section 2. Nominations

In September of each year, the Nominating Committee shall submit to the Board a slate of nominees for the offices to be filled.

#### Section 3. Election

At its October meeting of each year, the Board shall elect the officers of the Corporation by a majority vote.

#### Section 4. Term of Office

The term of office for each officer shall be one year, beginning on the first day of January following his or her election.

#### Section 5. Eligibility for Re-election or Election to Other Office

The Chairman may be re-elected to serve a second consecutive full term, but may not serve a third consecutive full term. The Chairman may, however, be elected again to that office after a full year has elapsed. In the event that a Director succeeds to the office of Chairman prior to the expiration of the Chairman's term, he may be re-elected to the office of Chairman for two subsequent consecutive full terms. The Vice-Chairman, the Secretary and the Treasurer may be re-elected to serve consecutive full terms without limitation. Any officer may be elected to fill a vacancy in any other office.

#### Section 6. Vacancies

Any vacancy in any office shall be filled expeditiously by the Board. The procedure to be used in filling any such vacancy shall follow the provisions for the nomination and election of officers as described in Sections 2 and 3 herein, except that neither the Board nor the Nominating Committee shall be bound by the time schedule provided therein.

#### Section 7. Removal

An officer may be removed by an affirmative vote for removal by a two-thirds vote of the entire Board.

#### Section 8. Duties and Rights of Officers

A. Chairman

The Chairman shall be the principal executive officer of the Corporation and shall serve as President of the Corporation under South Carolina law. The Chairman shall, in general, supervise and control all the business and affairs of the Corporation. The Chairman may sign, with the Secretary or any Director authorized by the Board, any deed, mortgage, bond, contract, or other instrument which the Board has authorized to be executed, *except* in cases where the signing and execution thereof shall be expressly delegated by the Board or these bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed. The Chairman shall perform all duties incident to such office and any other duties and responsibilities as may be prescribed by the Board.

The Chairman, when present, shall preside at all meetings of the Board. The Chairman shall serve as the chairman of the Executive Committee, but may not serve as the chairman of any other committee and may not be a member of the Nominating Committee. The Chairman may create committees of the Board and appoint the chairmen and members of all committees, subject to approval by a majority of the entire Board and the consent of the appointees.

B. Vice-Chairman

In the absence of the Chairman, 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 of the restrictions upon the Chairman. The Vice-Chairman shall cause a compilation report to be issued, or an audit of the books and records of the Corporation to be made, by a certified public accountant immediately following the close of each fiscal year. The Vice-Chairman shall perform all duties incident to such office and any other duties and responsibilities as may be assigned by the Chairman or the Board. The Vice-Chairman may not serve as the chairman of any Standing Committee, but may serve as the chairman of any *Ad Hoc* Committee.

C. Secretary

The Secretary shall (1) keep the minutes of all meetings of the Board and keep a record of attendance of the Directors; (2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (3) be custodian of the corporate records; and (4) in general perform all of the duties incident to such office and any other duties and responsibilities as may be assigned by the Chairman or the Board. The Secretary may not serve as the Chairman of any Standing Committee, but may serve as the chairman of any *Ad Hoc* Committee.

D. Treasurer

The Treasurer shall (1) review, monitor, and present to the Board monthly financial reports regarding the Counseling Center's financial activity; (2) assist in formulating the budget of the Counseling Center; (3) have charge and custody of



and be responsible for all funds and securities of the Corporation; (4) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; (5) ensure that all such moneys are deposited in the name of the Corporation in such banks, trust companies or other depositories as shall be selected; and (6) in general perform all of the duties incident to such office and any other duties and responsibilities as may be assigned by the Chairman or the Board. The Treasurer may serve as the chairman of the Finance Committee, but may not serve as the chairman of any other committee.

## **ARTICLE VIII**

### **EXECUTIVE DIRECTOR**

The Executive Director of the Counseling Center shall be responsible to the Board. The Executive Director's duties shall include, but not be limited to, the proper administration and daily operation of the Counseling Center as determined by the Board. The Executive Director shall attend regular Board meetings and, when necessary, special Board meetings. The Executive Director shall recommend policies and procedures for the Counseling Center to the Board. In conjunction with the Board, he shall set fees for services. The Executive Director shall make an annual report to the Board at the January meeting each year.

The Executive Director, through his recommendation, shall assist the Board in hiring and terminating all staff counselors. The Executive Director may be assisted by the Executive Committee in the process of hiring interns and support staff. The Executive Director shall supervise all other staff personnel employed by the Counseling Center.

By no later than May 15 each year, the Executive Director shall provide a written report to the Executive Committee indicating whether all persons involved in counseling at the Counseling Center are in good standing with the South Carolina Department of Labor, Licensing, and Regulation and whether any complaints or disciplinary actions have been made against the Counseling Center or any of the persons involved in counseling at the Counseling Center. The Executive Director shall promptly inform the Chairman in writing of all complaints or disciplinary actions against the Counseling Center or against any person involved in counseling at the Counseling Center.

## **ARTICLE IX**

### **ADOPTION AND AMENDMENTS TO BYLAWS**

The Board may adopt bylaws not inconsistent with the provisions of the Articles of Incorporation. A two-thirds vote of the entire Board and the concurrence by the Session of FPC shall be required to adopt new bylaws or to amend or repeal bylaws already in existence. Written notice of the proposed change shall be given to the Board ten days in advance of the meeting to address such changes.

## **ARTICLE X**

### **DISSOLUTION**

In the event of dissolution of the Corporation or the winding up of its affairs or other liquidation of its assets, no individual or Director shall be entitled to any distribution or division of its remaining corporate property or its proceeds. The balance of all monies and other property which the Corporation receives from any source shall be used or distributed to FPC exclusively for purposes within the intendment of section 501(c) of the Internal Revenue Code as it now exists or may be amended in the future.