

RESTATED BY-LAWS

OF

RIVERBANKS PARK COMMISSION

ARTICLE I

CREATION, PURPOSES AND POWERS

Section 1.1. Name. The name of this Commission is the “Riverbanks Parks Commission” (hereinafter “the Commission”). (S.C. Code of Laws Section 51-13-10).

Section 1.2. Governing Board. The Commission is the governing body of the Richland-Lexington Riverbanks Parks District, a public service district created by the South Carolina Legislature (hereinafter “the District”). (Section 51-13-60).

Section 1.3. Purpose. The purpose of the Commission is to exercise and perform the corporate powers and duties of the District as set out in S.C. Code of Laws Section 51-13-10, et seq. as construed by the South Carolina Supreme Court in the case, Gould v. Barton, (1971) 236 S.C. 175, 181 S.E.(2d) 662; that purpose being to establish and operate “public recreation and zoo facilities” (including any botanical garden and aquarium established as a part of the zoological park); however, recreational facilities are permitted only “. . . as they may directly relate to and support the function of the zoological park,” according to the Court.

Section 1.4. Powers of Commission. The Commission has statutory powers “to plan, establish, equip, staff, regulate and protect public recreation and zoo facilities with the territory in the Counties of Richland and Lexington contiguous with the Saluda River and the Congaree River from Highway I-26 on the north to the Granby Locks on the south”, . . .with . . .” power to contract, sue and be sued in its own name, to make bylaws for the management and regulations of its affairs; to acquire real and personal property by gift, deed, easement, lease or otherwise; to mortgage, pledge, license or lease its real and personal; to receive funds by loan, grant, donation and appropriations and to make application therefore; to establish and collect seasonable charges for the use, lease, or license of its facilities”. (Section 51-13-30).

Section 1.5. Rules and Regulations. The Commission is authorized under S.C. Code Section 51-13-80 to adopt and promulgate rules and regulations governing the use of roads, streets, parking facilities and all other facilities upon the lands of the Commission so long as they are not in conflict with the laws of the State. Such rules are effective when filed with the Executive Director.

ARTICLE II

PRINCIPAL OFFICE

Section 2.1. The principal office for the transaction of the business of the Commission and the general direction of its affairs shall be located at the offices of the Executive Director, Riverbanks Park, 500 Wildlife Parkway, Columbia, SC 29219.

ARTICLE III

OFFICERS / TERMS OF OFFICE

Section 3.1. The officers of the Commission shall consist of a Chair, a Vice-Chair, a Secretary and Treasurer. Each of the foregoing shall be a member of the Commission (excepting the Secretary who may be “any other competent person” designated by the Commission. (S.C. Code Section 51-13-70).

Section 3.2. The Chair and the Vice-Chair of the Commission shall each serve for a term of two (2) years “and until his successor is appointed and qualifies” (S.C. Code Section 51-13-70); and, the Secretary and the Treasurer shall hold office for a period of two (2) years and until his successor is appointed by the Commission .

Section 3.3. The Chair shall be the principal executive officer of the Commission and shall preside at the meetings of the Commission. The Chair shall have such further duties and functions as shall be designated to him by the Commission. The Chair has the primary responsibility of conveying Commission policy and directives to the Executive Director.

Section 3.4. The Vice-Chair shall perform such duties as shall be directed by the Commission and shall preside at all meetings of the Commission in the absence of the Chair.

Section 3.5. The Secretary shall be responsible for the keeping of the minutes of all meetings of the Commission (other than in “executive sessions” allowed by the S.C. Freedom of Information Act); and he shall be the custodian of the seal of the Commission and all records of the Commission. The Secretary shall perform such other duties as shall be delegated by the Commission.

Section 3.6. The Treasurer shall perform such duties as shall be directed by the Commission; and if required by the Commission, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Commission shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Commission; receive and give receipts for monies due and payable to the Commission from any source whatsoever, and deposit all such

monies in the name of the Commission in such banks, trust companies or other depositaries as shall be selected by the Commission to the credit of the Commission; and in general perform all the duties incident to the office of Treasurer. The Treasurer may assign some of these duties to the Director of Finance.

Section 3.7. There shall be an Executive Director who shall serve at the pleasure of the Commission and who shall render day to day supervision of the functions and affairs of the Commission; and he shall perform such other duties as shall be designated by the Commission.

Section 3.8. Any officer or agent elected or appointed by the Commission may be removed by the Commission whenever in its judgment the best interests of the Commission would be served thereby.

Section 3.9. The office of the Chair shall be rotated by the Commission to permit the Commissioners appointed by the three governmental bodies, (Richland County, Lexington County and the City of Columbia) to serve as an officer.

Section 3.10. When an officer's term of office is due to expire in any particular year, the election of a successor to that office shall be held at the June meeting of the Commission in that year. If there is no June meeting, then, the successor shall be elected at the next meeting of the Commission. In the event there is a resignation or death of an officer, then the Commission shall elect a member to complete the term of that officer and until his successor is elected by the Commission at the next June meeting of the Commission.

Section 3.11. The officers and members of the Commission shall serve without compensation. By authorization of the Commission, however, they may be reimbursed for actual expenses incurred while engaged in the performance of their duties. Travel expense to regular and special meeting of the District shall not be reimbursed.

ARTICLE IV

SEAL / DOCUMENTS

Section 4.1. The Seal of the Commission shall be a circular device containing the words "Riverbanks Park Commission" surrounding the word "Seal". It shall be kept in the custody of the Secretary and shall be affixed on behalf of the Commission when so directed by the Commission.

Section 4.2. All bonds, indentures and written contracts shall be executed under the Seal of the Commission, unless the Commission shall otherwise direct, and shall be executed by such officers as shall be designated by the Commission.

Section 4.3. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Commission, shall be signed by

such officer or officers, agent or agents of the Commission and in such matter determined by resolution of the Commission.

ARTICLE V

MEETINGS OF THE COMMISSION/FAILURE TO ATTEND

Section 5.1. All meetings of the Commission shall be open to all members of the Commission and to the public where dictated by the Freedom of Information Act. Public Access to meetings shall be without admission fee to the zoo for the purpose of attending the meeting.

Section 5.2. Meetings of the Commission shall be held at such place or places and at such times as the Commission shall designate and may also be held upon the call of the Chair or of the Vice-Chair or by any four members of the Commission at any time and place stated in such call. Notice of any special meetings shall be given by telephone or by mail at least twenty-four (24) hours prior to the time set for the convening of the meeting.

Section 5.3. Four (4) members of the Commission shall constitute a quorum for all meetings.

Section 5.4. Any action by the majority of the Commission members present at any regular or special meeting duly called at which a quorum is present shall be the action of the Commission.

Section 5.5. It is essential that a quorum exist at a meeting for the Commission to conduct its business. Each Commissioner is expected to attend all regular meetings of the Commission. Annually the Chair shall notify each Appointing Governmental Authority in writing of their Commissioner's attendance over the July to June year.

Section 5.6. Notice of any general or special meeting or, service of notice thereof, may be waived in writing by any member of the Commission either before, at, or after such meeting, and will be waived by his attendance thereat, except where a member of the Commission attends a meeting solely for the purpose of stating his objection, at the beginning of the meeting, to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 5.7. Responsibilities of the Commission members include the following:

- a) To attend all meetings and participate in the formulation of Commission policy.
- b) To become and remain reasonably familiar with the operation of the District's facilities and particularly with the general policies set forth by the Commission.
- c) To assist in the promotional efforts of the District.
- d) To act as liaison between the Commission as a whole and the political body which appointed the member, as well as with such other bodies as the Commission may require of a member.
- e) To endeavor at all times to fulfill the purposes and policies of the Commission.

Section 5.8. Members of the Commission only have authority while sitting and acting "As a Board" during a duly established board meeting. While individual members may request information on District business, such requests for information shall be through the Executive Director and not by direct requests to the other District staff. The Commission sets policy for the Executive Director to implement in accord with Commission Resolutions; and individual Commissioners shall not give directions (orders) to the Executive Director as to the day-to-day operations of the District's business.

Section 5.9. Before a Commissioner enters upon the duty of that office, he/she shall take and subscribe to the following oath required by the S.C. Constitution Article IV §5:

I do solemnly swear (or affirm) that I am duly qualified, according to the Constitution of this State, to exercise the duties of the office to which I have been appointed and that I will to the best of my ability, discharge the duties thereof, and preserve, protect and defend the Constitution of this State and of the United States. So help me God."

Section 5.10. District Commissioners are "public members" under the Ethics, Governmental Accountability, and Campaign Reform Act ("The Ethics Reform Act"). (See S.C. Code Ann. §8-13-100, et seq.). Commissioners as "public members" and the District's "public employees" (as those terms are defined under the Ethics Reform Act) are required to comply with portions of the Act applicable to them. A detailed treatment of the Ethics Reform Act is not appropriate for inclusion in the by-laws; however, Commissioners shall become familiar with the laws governing their conduct, including Section 8-13-700 ("use of official position or office for financial gain; disclosure or potential conflict of interest"); Section 8-13-705 ("offering, giving, soliciting, or receiving anything of value to influence action of public employees, member or official, or to influence testimony of witness; exemption; penalty for violation"); Section 8-13-710 ("reporting of particular gifts received by public employee, official or member on statement of economic interests"); Section 8-13-720 ("offering soliciting, or receiving money for advice or assistance of public official, members or employee"), Section 8-13-725 ("use of disclosure of confidential information by public official, member, or employee for financial gain; examination of private records; penalties"); Section 8-13-735 ("participation in decision affecting personal economic interest by one employed by

and serving on governing body of governmental entity”); Section 8-13-740 (“representation of another by public official member, or employee before a governmental entity”); Section 8-13-750 (“Employment promotion, advancement, or discipline of family member of public official, member, or employee”); and Section 8-13-775 (“public official, member, or employee with official function related to contracts not permitted to have economic interest in contracts”).

As “public members” Commissioners are not required to file a “statement of economic interests” under Section 8-13-1110(A), as they are not elected nor do they received any compensation for their service, and each is not a “public member who serves on a State Board, Commission or Council under subsection (B).

ARTICLE VI

AMENDMENTS

Section 6.01. The By-Laws may be amended, altered or repealed by action taken by members of the Commission at any regular or special meeting except that no meeting for the purpose of amending or repealing the By-Laws shall be held except upon special notice thereof setting forth the nature of the proposal to amend or repeal the said By-Laws and such notice shall be served upon each member of the Commission not less than seven (7) days prior to the date set for the meeting.