



# Tega Cay Forever Foundation

7725 Tega Cay Drive  
Tega Cay, SC 29708

Phone: 803.548.3512  
Fax: 803.548.1400

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## EMAIL VOTE

### Item 1 – Official Vote to Dissolve Tega Cay Forever (TCF)

Heather Jones (Chair) sent an email to Board members per our September meeting. The email stated the goal was to vote on the dissolution of TCF as a 501c3 via an email quorum.

Board Members were asked to indicate if they are in Favor ("Yes" Vote) or Against ("No" Vote) initiating the Dissolution of Tega Cay Forever. They must Reply All and include their name/position.

Results recorded per Article VI Section 8 of the TCF by-laws:

Heather Jones (Chairperson) : Yes

Lara Saunders (Vice Chairperson) : Yes

Maureen Norcutt (Treasurer) : Yes

Amanda Weber (Secretary) : Yes

Constance Funderburk (At-Large) : Yes

Monica Thompson (At - Large) : Abstain (No Reply)

Caroline Hasty (City Staff Liason) : Yes

Dustin Overton (City Staff Liason) : Abstain

***The vote passes with 6 Yes and 2 Abstain***

Heather thanks the Committee and states she will be working with the City to set up for us to present the results of this vote and the upcoming Dissolution process to the public at the Monday October 16th Council Meeting at 7pm and invites all members to attend.

### Upcoming Agenda

Focus on assigning and executing the steps we need to complete to "Wind Up" TCF per this vote.

**Next Meeting - Monday, October 23rd @ 6PM (Glennon Center - Large Meeting Room)**

APPROVED:

  
Chair Heather Jones, Approval Date: September 26, 2023



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## MEETING AGENDA

Lower Level Glennon Center – Large Meeting Room

***Monday, September 25th, 6:00pm***

### **Call Meeting to Order - Heather calls meeting to order 6:02**

Attendees: quorum

Heather Jones (Chair)

Amanda Weber (Secretary)

Mo Norcutt (Treasurer)

Constance Funderburk

Caroline Hasty (Staff Liaison)

Dustin Overton (Staff Liaison)

Tom Hyslip (Council Liaison)

### **Old Business**

#### **Item 1 - Approval of August Minutes**

-Constance has a question about the FOIA request listed in the minutes. Heather explains the miscommunication discussed last meeting and its resolution.

-Motion to approve by Mo, Constance 2nds. Unanimous vote in favor

### **New Business**

#### **Item 1 – Discuss and Determine 2024 Operations of Tega Cay Forever (TCF)**

Heather and Mo met with Charlie Funderburk (city manager), Bob Bartkin (City Finance Director) and Dustin after the last TCF meeting. Charlie indicated the existing TCF model is not working for the city and requested significant decisions on the future of the organization. As a committee, the board needs to decide what makes sense for operations since some options require much more time/resources from the members.



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## **1.a. Continue TCF Operations Under Current Structure**

Heather - This option continues with the same oversight, still connected to the city. The committee historically has been unable to meet quorum and would still be susceptible to the same problems in the future. Charlie and Council feel while the intent of this structure was good, it has not panned out in execution. This isn't realistically an option the board can consider in light of the City's expressed stance.

Mo - TCF currently has a decent chunk of money (around \$380,000), but it is earmarked for final Catawba Park payments and gone at the end of 2023. The city will graciously leave \$1,000 in the account for operations in 2024.

## **1.b. Formally Separate TCF from the City of Tega Cay**

Heather - The board will need 100% quorum and unanimous voting in order to amend the by-laws and sever ties with the city and remove Charlie from the 501c3 paperwork (per his request). If selected, this will allow TCF to act as any other non-profit entity. TCF could choose to broaden the scope or focus on the city only. Task list includes transferring the financial account (no city signatories), picking remaining board members (no longer council selected). It also includes website management, social media, marketing material, etc. Council member Hyslip asked about exact requirements to recategorize the 501c3 filings, which would be investigated further. Audits would need to be covered by TCF moving forward (which can cost upwards of \$5,000). Bob will complete the required tax filings for the current fiscal year (2023). The current climate is rough for non-profits. Multiple board members reported encountering a lack of interest to fill vacant board seats. The primary concern is this option simply delays the inevitable of the non-profit needing to dissolve. There is a 3 month window to make a decision and complete any transitions by January 1st.

## **1.c. Voluntary Dissolution of TCF as a 501(c)3 Non-Profit**

Heather - expressed strong dislike of this option, but felt it needed to be considered. IF the board feels things are too far gone for successful operations, it would be the easiest of the options to execute and only requires a simple quorum and majority vote. After a vote, board officers would notify the state attorney general and secretary of state following dissolution guidelines. This includes needing to sit down and create a report of the past 6 months finances from the current finance binder to include with



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the dissolution filing packet. TCF is legally required to submit notice of dissolution, a copy of the by-laws, article of incorporation, and 6 months of finances to the State.

If TCF dissolves, all funds are turned over to the city per the by-laws at the conclusion of the dissolution process. Bob would still file the final 990 with appropriate addendums to close IRS 501(c)3 status.

Cons: The city loses the benefits of a non-profit arm for fundraising/donations. None of the

current board volunteered for this scenario, but Heather expressed concern that ignoring this option would lead to the board burning out from continuing to experience the same issues as prior committees.

## **Open discussion after review of the three options:**

Amanda - appreciates Heather's legwork in making this decision. Felt similarly and is saddened by the entire situation.

Council member Hyslip - Acknowledged everyone is a volunteer and expressed that if TCF decides to dissolve, TC wildlife conservation are currently working on their nonprofit status and looking for volunteers. There are also other non-profits focused on city work and Caroline has a city "volunteer group".

Mo - of the mindset that is it fair to give Monica & Laura (absent board members) time to digest the meeting information, with the next meetings as the final deadline for a vote. Notes that if TCF becomes independent, for the 2024 fiscal year board members would need to expect to personally fund all operations and supplies.

Dustin - city is looking to avoid option A because of it once again cycling to where the city has to run the operations of TCF instead of the board handling it, as had happened prior. The city cannot be the main component making TCF operate and the only way to make sure it operates as a non-profit foundation is by taking these steps. He also noted that voting could be done via email prior to the next meeting.

Heather - expresses frustration at what has been uncovered since the first TCF meeting, since many of the issues have been present for a significant time. Expresses the wish that someone would've stopped and had this discussion or been more alert to issues with by-law compliance earlier. Acknowledges high turnover and Covid shut downs exacerbated the issues. Thanks to the board for being willing to make the hard choices now, with as much transparency as possible. Replied to a question from Council member Hyslip that the option to dissolve does not require council approval. Dustin confirms that either council or the committee can make steps to dissolve, depending on the situation. Heather agrees and



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feels under the circumstances the TCF board should spearhead that option if selected. Dustin and Council member Hyslip agree. Returning to her comments, Heather requests that regardless of which option is voted on, TCF be allowed to present at the next City Council meeting to inform the public and allow for questions and commentary.

Constance - agrees with Mo on postponing a vote to allow missing board members to digest the meeting information and vote by email at a future date

Caroline - Notes that she originally came on board in 2019 and watched everyone wanting to make it happen, only for Covid to hit and bring operations to a halt. Illness and had family issues caused the committee to struggle. She asks about the option to transfer the 501c3, which Heather and Tom confirm

is not an option. She notes separation from the city would require the same amount of paperwork as dissolving and feels it is just delaying the inevitable. Appreciates Heather for letting this organization possibly end the right way, even if it is bittersweet.

## **Item 2. Develop 2023 End of Year Meeting Task List**

Heather will send an email between now and the next meeting on the future of TCF in light of the discussion to initiate a vote via email quorum. The next two meetings will be dedicated to executing those steps required based on the outcome of the vote. Board officers will contact the city and begin preparing the council for the requested presentation at the next meeting.

## **Comments from Board Members**

Heather - makes a final note that this may have been the natural lifespan of TCF, since its primary focus was on Catawba Park, which is completed.

Mo - notes that after the discussions with Dustin, Bob and Charlie and knowing as the treasurer what it takes to fund and execute operations and events, she intends to vote for dissolution and wanted that stance on the minutes

Dustin - appreciates Amanda, Mo, and Heather for all their work. Has been trying to keep the ship afloat as well and wishes there was this much participation on the committee previously



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Caroline - expresses as the city liaison she is always looking for volunteers for city events,

**Comments from Public** - No public comments

**Adjourn** - Mo motions to adjourn, Amanda seconds. Unanimous vote in favor - Meeting ended @ 6:46PM

**Next Meeting - Monday, October 23rd @ 6PM (Glennon Center - Large Meeting Room)**

APPROVED:

Chair Heather Jones

Approval Date: September 26, 2023