

BYLAWS OF  
**SUMMERVILLE DORCHESTER MUSEUM, INC.**  
(As of March 2018)

ARTICLE I

The name of the Corporation shall be: Summerville Dorchester Museum, Inc. and it is referred to in these Bylaws as the Corporation.

ARTICLE II

**Purposes**

Section 1. Purposes. The purposes for which the Corporation is formed are those set forth in its Certificate of Incorporation, as from time to time amended. Namely, to organize and administer a museum for the Summerville and Dorchester County area.

Section 2. Educational Role. The purposes of the Corporation are promoted through an educational program directed towards children, parents, teachers, and the community that are developed through conferences, committees, projects, and programs governed and qualified by the Corporation's by laws.

Section 3. Tax Exempt Status. The Corporation is organized exclusively for charitable and educational purposes. Notwithstanding any provisions of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under section 501 (c)(3) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue Law or, (b) a corporation, contributions to which are deductible under section 170c (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local government for exclusive public purposes.

ARTICLE III

**Basic Policies**

Section 1. The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan

interests or for any purpose not appropriately related to promotion of the objects of the Corporation.

Section 2. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the corporation ever be organized or operated for purposes that do not exclusively promote social welfare within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 3. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

Section 4. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of South Carolina, or any other jurisdiction where its activities are carried on.

Section 5. No compensation, loan, or other payment shall be paid to any officer, board member, creator, or organizer of the Corporation, or substantial contributor to it, except reasonable compensation for services rendered and /or as a reasonable allowance for authorized expenditures incurred on behalf of the corporation; and no part of the assets or net earnings, current or accumulated, of the Corporation shall ever be distributed to or divided among such persons, or inure, be used for, accrue to or benefit any such person or private individual.

#### ARTICLE IV

##### **Membership**

Section 1. Eligibility. Any individual who subscribes to the purposes and basic policies of the Corporation may become a member of the Corporation subject only to compliance with the provisions of the bylaws. Membership in the corporation shall be available without regard to race, color, creed, or national origin.

Section 2. Enrollment. The corporation may conduct an annual enrollment of members but persons may be admitted to membership at any time.

Section 3. Participation. Only members in good standing with the Corporation shall be eligible to participate in its business meetings or to serve in any of its elective or appointed positions. Each membership shall be entitled to only one vote.

Section 4. Dues. Each member of the Corporation shall pay dues. The Board of Directors shall establish dues as they deem appropriate and shall include method of payment and procedures for application.

Section 5. Resignation. Any member may resign by submitting written notice to the Secretary.

## ARTICLE V

### **Meetings**

(Amended 3/27/18)

- Section 1 Annual Meeting. An annual meeting of the membership shall be held in each calendar year at such time and place as may be determined by the Board of Directors for the purposes of electing directors and transacting such other business as may be properly brought before the meeting.
- Section 2. Special Meetings. Special Meetings of the membership may be held at any time and place as may be designated in the notice of said meeting, upon call of the Board of Directors either at their own request or upon written petition of at least 10% of the membership. Any such request shall state the purpose for which such a meeting is called.
- Section 3 Notice of Meetings. Notice of every meeting of the membership, stating the place, date and hour of the meeting, shall be given not less than 7, and not more than 30 days before the date of the meeting. Such notice shall be deemed delivered when posted on the Museum's website. Attendance of a member at a membership meeting shall constitute a waiver of notice of such a meeting, and the manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of business. Other interested parties shall be given such notice of meetings as the Board of Directors shall deem appropriate.
- Section 4 Quorum. Eight (8) of the members present in person shall constitute a quorum for the transaction of business at all meetings of the membership, except as otherwise approved by statute, by the Articles of Incorporation, or by these bylaws. If a quorum is not present or represented at any meeting of the membership, a majority of the members entitled to vote thereat, present in person, may adjourn the meeting from time to time, without notice, other than announcement at the meeting, until a quorum shall be present or represented. Upon reconvening such an adjourned meeting, any business may be transacted which may have been transacted at the meeting as originally notified. If the meeting is adjourned for more than 30 days, a notice of the adjourned meeting shall be given to each member.
- Section 5 Voting. When a quorum is present at any meeting, the vote of a majority of the members present in person shall decide any question brought before such meeting unless the question is one upon which the express provisions of the law or the Articles of Incorporation or these by laws require a different vote, in which case such express provision shall govern and control the decision of the question. Each member shall, at every meeting of the membership, be entitled to one vote in person. A provision may

be made for the vote of a member in absentia if the question to be voted upon has been provided to the member in writing prior to the membership meeting, and the member in writing prior to the membership meeting, and the member in absentia provides his/her signature on the official written question or ballot and presents his/her signed ballot to a member of the Board of Directors prior to the announced membership meeting.

## ARTICLE VI

### **Board of Directors** (Amended 3/27/18)

Section 1. Number, Selection and Term. The Corporation shall be governed by a Board of Directors. The Board of Directors shall be elected by the membership at the annual meeting. The term of office for each Director shall be (2) years. As indicated below:

- 1) January 1<sup>st</sup> in any even numbered year through December 31<sup>st</sup> of the following odd numbered year.
- 2) January 1<sup>st</sup> in any odd numbered year through December 31<sup>st</sup> of the following even numbered year.

The Board of Directors shall consist of (8) Directors, with four elected in each of the two aforementioned terms. Nomination shall be made by the Nominating Committee. Additional nominations may be made by members in good standing present at the annual meeting. Each Director shall hold office for the term for which he/she is elected and until his/her successor shall have been elected and qualified. Directors must be members in good standing of the Summerville-Dorchester Museum, with no outstanding membership dues or other debt owed to the Corporation.

Section 2. Removal and Replacement. Any vacancy occurring on the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the then-members of the Board of Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary. Any member of the Board of Directors absent from three (3) or more consecutive regular meetings may be removed as a member of the Board of Directors by a majority vote of the board members present at the third or more regular board meetings missed by the Director being removed.

Section 3. Ex-Officio Members. The Board of Directors may appoint one or more persons as ex-officio non-voting members of the Board. The immediate Past-President shall serve as an Ex-Officio member of the Board unless otherwise serving as a regular elected

Director. The Executive Director of the Summerville-Dorchester Museum shall serve as an Ex-Officio member of the board.

- Section 4. Board Meetings and Notices. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the state of South Carolina. Regular meetings shall be held as deemed necessary by the officers of the Corporation (President, Vice President, Secretary and Treasurer) but no less than (6) a year. Notice of the time and place of regular meetings shall be given to each Director, either by personal delivery or by mail, phone, e-mail, or cablegram at least 48 hours before the meeting. Special meetings of the Board of Directors may be called by the President of the Board of Directors, or by four or more Directors. Notice of the time, location, and agenda for special meetings shall be given to each Director either by personal delivery or by mail, phone, e-mail, or cablegram at least 24 hours before the meeting.
- Section 5. Quorum. At all meetings of the Board of Directors. 50% of the Directors thereof shall constitute a quorum for the transaction of business, except as may be specifically provided by law, by the Articles of Incorporation, or by these Bylaws. From time to time if a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting, without notice or other announcement, until a quorum shall be present.
- Section 6. Voting. When a quorum is present at any Board of Directors meeting, the vote of a majority of the Directors present in person shall decide any question brought before such meeting unless the question is one upon which the express provisions of the law or the Articles of Incorporation or these Bylaws require a different vote in which case such express provisions shall govern and control the decision of the question. Each Director present in person shall, at every meeting of the Board of Directors, be entitled to one vote.
- Section 7. Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board of Directors consent thereto in writing and writings are filed with the minutes of the proceedings. Action may also be permitted without a meeting, if a voice vote is taken, whether in person or by telephone, by a member of the Executive Committee; and all members of the Board of Directors consent thereto; and the voting and results and action taken are then put into writing, signed by a member of the Executive Committee, and entered into the permanent minutes of the next meeting. The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer.

## ARTICLE VII

### Officers

Section 1. Number. The officers of the Corporation shall be elected annually by the Board of Directors and shall consist of a President, a Vice President, a Treasurer and a Secretary and such other officers as may be deemed necessary.

Section 2. Election and Term. Officers shall be elected at the first meeting of the Board of Directors following the Annual Meeting of the membership. All officers shall be elected by a majority of the Board of Directors following the Annual Meeting of the membership. All officers shall be elected by a majority of the Board of Directors and serve a one-year term. No person shall serve more than two consecutive terms in the same office, except for the office of Treasurer, who may serve more than two consecutive terms.

Section 3. Powers and Duties. Except as hereinafter provided, the Officers of the Corporation shall have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the membership or the Board of Directors.

- a. President. Shall preside at all business meetings, but may at his or her discretion or at the suggestion of the directors, arrange for presiding officers for other meetings. He/she shall perform such duties as are usually incumbent upon that Officer, or as may be directed by resolution of the Corporation or by the Board of Directors. In case of the absence of the President, the Vice-President (or Board member designated by the President) shall serve in this capacity.
- a. Vice President. Shall preside at all meetings in the absence of the President; in the event of vacancy in the office of the President, shall succeed to that office for the remainder of the term, and serve as advisor to the chair of any committees as assigned by the President.
- b. Secretary. Shall ensure that accurate records of the proceedings of all meetings of the Corporation and the Board of Directors are recorded and maintained, and serve as advisor to the chair of any committees as assigned by the President.
- c. Treasurer. Shall be responsible for the funds of the Corporation; ensure that only budgeted funds are disbursed unless authorized by the Board of Directors; ensure that quarterly and annual financial statements are provided to the Board of Directors; and serve as advisor to the chair of committees as assigned by the President.

- d. Temporary Officers. In case of absence or disability of any officer of the Corporation and/or of any person authorized to act in his/her place during such period of absence or disability, the President may from time to time delegate the duties of such Officer to any other Officer or Director.

## ARTICLE VIII

### Committees

- Section 1. Standing Committees. The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The President, at his /her discretion or at the directions of the Board of Directors, may appoint a chairperson for each standing committee
- Section 2. Special Committees and Task Forces. The President may, at his/her discretion or at the direction of the Board of Directors, appoint such other special committees or task forces as may be required to carry on the business of the Corporation.
- Section 3. Nominating Committee. The Nominating Committee shall consist of three Board members including the Vice President (who shall serve as chairperson), one out-going Board member and one remaining Board member appointed by the current President. Each year the Nominating Committee shall present qualified candidates for election to the Board of Directors.
- Section 4. The President shall be an Ex-Officio member of all committees except the nominating committee.

## ARTICLE IX

### Finances

- Section 1. Authorization. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other matter, all checks, drafts, and other instruments for the payment of money and all instruments or transfers of securities shall be signed in the name and on behalf of the corporation by either the President, Vice-President, Treasurer or Secretary, or any two of the aforementioned, as determined by the authorization of the Board of Directors.
- Section 2. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 3. Gifts. The Board of Directors may accept on behalf of the Corporation any gifts, contributions, bequests, or devices for the general purposes, or for any special purposes, of the Corporation.

## ARTICLE X

### **General Provisions**

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 2. Annual Financial Statements. The Corporation shall prepare financial statements no later than (4) months after the close of each fiscal year.

Section 3. Audit. The Corporation's governing body may authorize an audit of the financial records of the corporation to be conducted by an accredited Certified Public Accountant no later than (6) months after the close of each fiscal year.

Section 4. Order. Robert's Rules of Order, Newly Revised, shall govern the Parliamentary procedure of the Corporation.

## ARTICLE XI

### **Amendments**

Section 1. These by laws may be amended, altered or repealed, and new bylaws may be adopted by a majority of the Directors in office at any regular or special meeting, or by 75% of the general membership present at an agreed meeting, provided that no such action shall be taken if it would in any way adversely affect the Corporation's qualifications under Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may be amended.

Revised: March 2018.

Accepted by the Board of Directors: March 2018