

BYLAWS
of the
SOUTH CAROLINA HISTORICAL SOCIETY

as amended on May 21, 2020

Article I
Name

The name of the corporation shall be the South Carolina Historical Society (hereinafter “the Society”).

Article II
Purpose

The objectives of the Society shall be to collect and preserve manuscripts, documents, maps, charts, books, pictures, genealogies, and other materials bearing on the history of South Carolina; to encourage research in and study of its collections; to oversee operation of the Fireproof Building; to publish material and otherwise promote dissemination and appreciation of the state’s history; and to do all things necessary or convenient, and not inconsistent with law, including, without limitation, the South Carolina Nonprofit Corporation Act of 1994, as amended (the “Act”), to further these goals.

Article III
Membership

Sec. 1 Membership. On making written application and paying the first year’s dues, a person or organization may become a member of the Society.

Sec. 2 Classes of Membership. Classes of membership shall be established by the Board of Managers (hereinafter “the Board” or “BOM”), with dues for each class to be determined from time to time by the Board. The term of annual membership shall be twelve months from the date of joining.

Sec. 3 Honorary Membership. Honorary Membership, exempt from dues, may be conferred on a person by the Board of Managers for outstanding contributions to the Society or to the history of the state.

Sec. 4 Corresponding Members. Corresponding members are organizations, which may subscribe to the Society’s *Magazine* and *Carologue*, or if mutually acceptable, receive the *Magazine* and *Carologue* upon an exchange basis.

Sec. 5 Termination. The Society may terminate a membership for failure to pay dues for one year.

Sec. 6 Resignation. A member may resign at any time; provided however, the resignation of a member does not relieve the member from any obligations the member may have to the Society as a result of obligations incurred or commitments made before such resignation.

Article IV
Member Meetings

Sec. 1 Annual Meeting. The annual meeting of the Society shall normally be held during the first quarter of each year. The annual meeting shall include a business meeting at which various reports will be made, and the annual elections held. The slate of officers and board nominees previously approved by the Board shall be presented by the Chief Executive Officer of the Society (hereinafter "CEO"). Other nominations may be made from the floor, providing the list of nominees, all of whom have indicated they will accept office if elected, is signed by not less than fifteen members as nominators and is provided to the CEO not less than twenty-four hours before the annual meeting. The annual meeting may include other events arranged with approval of the Board of Managers. The failure to hold an annual or regular meeting in accordance with the Bylaws does not affect the validity of a Society action.

Sec. 2 Special Meetings. Special meetings of the Society may be called by the Chair, the Executive Committee, or no less than twenty-five members, upon written request.

Sec. 3 Notice of Meetings, Waiver of Notice. Oral or written notice of all meetings of members shall be given no fewer than ten (10) days, nor more than sixty (60) days before the meeting date by any method permitted under the Act, including any wire or wireless communication, to all members of record entitled to vote at such meeting.

Sec. 4 Quorum. Except as may otherwise be required by the Act, at any meeting of members the presence of thirty (30) members shall constitute a quorum. In the absence of a quorum, a meeting may be adjourned from time to time. At such adjourned meeting a quorum of members may transact such business as might have been properly transacted at the original meeting.

Sec. 5 Voting. Except as may otherwise be required by the Act, a member present at a meeting of members shall be entitled to one vote on each matter. Matters shall be approved by the affirmative vote of a majority of the members participating in a meeting at which a quorum is present. In elections of the Board and officers, those candidates receiving the greater number of votes cast (although not necessarily a majority of votes cast) at the meeting shall be elected.

Sec. 6 Action by Written or Electronic Ballot. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Society delivers a written or electronic ballot to every member entitled to vote on the matter.

Article V
Board of Managers

Sec. 1 Authority. The Board of Managers shall be deemed to be the Board of Directors under the Act. The Board shall set the strategic direction and oversee the affairs, property and business of the Society.

Sec. 2 Number. The Board of Managers shall consist of no fewer than two (2) voting Managers and no more than twenty-five (25) voting Managers except when the immediate Past Chair, serving as *ex-officio* Manager, shall increase the number of the Board of Managers. All Managers shall be at large, with a focus on geographical and other diversity. At least one Manager shall be a representative of the Young Carolinians. Managers may be persons residing outside of the state. There may be one *ex-officio* Manager, the immediate past Chair. In addition to diversity, considerations for board membership include community or professional experience, along with a commitment to understanding and supporting the Society and its mission. The Chief Executive Officer (hereinafter CEO) of the Society shall be an *ex officio* member of the Board, but without vote.

Sec. 3 Term. The officers and the Board of Managers shall be elected for appropriate terms at each annual meeting. Members of the Board are elected for three-year terms. Managers may serve for two consecutive three-year terms and then shall not be eligible to serve again until a lapse of one year. Vacancies in a term shall be filled as deemed practical by the Board. An individual selected to fill an unexpired term shall be eligible for two full additional three-year terms. If, however, a Manager is elected as an officer, she or he shall be deemed elected to an additional one-year term, disregarding the term limit policy above. The Board of Managers may remove a Manager with or without cause. Removal for cause shall include, without limitation, if the Manager does not attend at least two regularly scheduled Board of Managers' meetings during a calendar year or fails to meet the Individual Board Member Expectations, including the Individual Board Member Responsibilities and the Individual Board Member Code of Conduct, in effect at the time. A Manager may resign at any time by delivering written notice to the Board of Managers, its presiding Officer, the Chair, or the Secretary.

Sec. 4 Meetings. Regular meetings of the Board shall be held as determined from time to time by the Board of Managers. In the absence of a contrary determination, the Board shall meet at least quarterly. Special meetings may be called by the Chair, or upon written request of not less than five members of the Board; provided, that not less than two (2) days' prior written notice is required to be delivered to all Managers. Notwithstanding the foregoing, not less than seven (7) days' prior notice is required to be delivered to all Managers for any meetings which concern removal of a Managers, amendment of the Society's Bylaws, or any other extraordinary action of the Society. The greater of one-third of the voting Managers in office or two (2) Managers shall constitute a quorum at BOM meetings. The Board of Managers shall take action pursuant to resolutions adopted by the affirmative vote of a majority of the Managers participating in a meeting at which a quorum is present, or the affirmative vote of a greater number of Managers where required by these Bylaws, the Act, or otherwise by law. Any Manager may participate in, and be regarded as present at, any meeting of the Board by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear and be heard.

Sec. 5 Action Without Meeting. To the fullest extent permitted by the Act, the Board of Managers may take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act. Unless otherwise permitted by the Act, such written consent must be signed by all Managers and included in the minutes filed with the corporate records reflecting the action taken. Without limiting the foregoing, the Board of Managers may vote on an issue by email assuming that all Managers agree to an email vote in advance. However, for such a vote to be effective, it must be

unanimously approved by all members of the board. If a matter is not so approved by email vote, it may be considered at a subsequent meeting where the Board appears in person or by teleconference. After a full debate and discussion, either in person and/or by telephone or video conference, a vote may be taken and the matter may be approved by less than a unanimous vote. The purpose of this provision is to assure that every Manager has the opportunity to hear and fully understand the alternative positions before making a decision.

Sec. 6 Compensation. Managers shall not receive compensation for serving as a member of the Board; provided, however, that Managers may be reimbursed by the Society for reasonable, out of pocket expenses directly related to the Society.

Sec. 7 Emergency Powers. In the event of a nationwide emergency declared by the President of the United States or a statewide emergency declared by the Governor of South Carolina, the Board of Managers of the South Carolina Historical Society, or its Executive Committee acting in its stead, is authorized to conduct any and all functions of the Society during the course of the emergency. This authority will end immediately upon the President or the Governor revoking, withdrawing or in any other manner ending the Declaration of a State of Emergency. At the next Board of Managers meeting, including one called during the emergency declaration period, the actions and decisions of the Executive Committee made between meetings of the Board of Managers shall be considered for approval, disapproval or alteration by the Board of Managers. Any action or decision by the Executive Committee shall be in effect from the date taken until such time as it is altered or disapproved by the Board of Managers. At the meeting at which these decisions are discussed, the Board of Managers has complete authority to confirm, revoke or alter the actions and decisions of the Executive Committee. Any actions taken by either the Executive Committee or the Board during an emergency which would normally require a vote of the members of the Society, shall be considered by the members of the Society for approval, disapproval, or alteration at the next meeting of the members of the Society. Any action or decision by the Board of Managers shall be in effect from the date taken until such time as it is altered or disapproved by the membership.

Article VI Officers

Sec. 1 In General. Officers of the Society (excluding the CEO) shall be nominated from among the Board of Managers and shall include a Chair, a Vice-Chair, a Secretary and a Treasurer, all to be elected for one-year terms by the members present at the annual meeting. Promotion from one position in the offices to another is not automatic. The Board may remove an officer at any time, with or without cause. Vacancies in the officers shall be filled as soon as deemed practicable by the Board. Any officer may be elected to serve more than one term. At the completion of the Chair's term, he or she shall serve as an *ex officio* member of the Board of Managers until replaced by his or her successor.

Sec. 2. Chair. The Chair shall be deemed to be the President of the Society under the Act. The Chair shall preside at all meetings of the Society and the Board of Managers. He or she will supervise and direct its activities and the execution of Board decisions. He or she will make a report at the annual meeting. As soon as practical within 30 days after the annual meeting, the Chair shall appoint the following standing committees: Executive, Finance, and Governance. The Chair shall serve as Chair of the Executive Committee, which shall consist

of the officers of the Society, and he or she shall serve as a member *ex officio* of other Standing Committees, Advisory Boards, or Task Forces as may be established by the Executive Committee as deemed necessary to support the Society's activities.

Sec. 3 Treasurer. The Treasurer shall be responsible for overseeing all financial activity of the Society as authorized by the Board. He or she shall render fiscal statements to the Board at its meetings, and an annual financial report at the annual meeting.

Sec. 4 Secretary. The Secretary shall ensure that a record is maintained of all Board and membership meetings.

Sec. 5 Chief Executive Officer. The Board of Managers shall appoint the Chief Executive Officer of the Society. The Chief Executive Officer is the chief administrative officer of the Society, responsible for the operations of the Society, in accordance with the strategic direction approved by the Board of Managers. He or she shall supervise the activities and duties of other staff members and is responsible for hiring and retention of staff. He or she serves as the public face of the Society, representing the organization at community and state functions. He or she shall sit with the Board as an *ex officio* member without vote. He or she may act as Recording Secretary at Board and membership meetings in the absence of the Secretary. In the case of the unexpected unavailability of the Chief Executive Officer through any means, the Executive Committee of the South Carolina Historical Society shall have the authority to decide upon a temporary replacement so that the necessary activities of the organization may continue until the next meeting of the Board of Managers. At that meeting, the Board of Managers has the authority to make decisions concerning the position of CEO until the CEO is able to resume work or is replaced by the Board of Managers.

Sec. 6 Authority. The Chief Executive Officer, the Treasurer, or any other designated staff member or officer who has been approved by the Executive Committee, is authorized to sign checks.

Sec. 7 Replacement of Officers in Unexpected Situations. In case one of the officers is unable to continue assigned duties, the remaining officers (the Chair, the Vice-Chair, the Secretary, the Treasurer) shall temporarily move up one position in that order and assume the duties of that position until the Board of Managers can meet and fill the vacancy or vacancies on a permanent basis. In the case of the Treasurer moving up, that officer shall temporarily perform the duties of both Secretary and Treasurer. In case there are no officers available, the Board shall elect one of its members to act as Chair and one as Treasurer.

Article VII Publications

Sec. 1. The Society shall publish the *South Carolina Historical Magazine*, a quarterly publication containing selections from its collections and contributed articles on the history of the State, and also a magazine (*Carologue*).

Sec. 2. The Society may also publish or sponsor the publication of books, pamphlets, and other materials pertaining to the history of the State.

Article VIII

Disposition of Residual Assets upon Dissolution

Should the Board of Managers approve the dissolution of the Society, it shall effect the transfer of residual assets to another 501 C 3 organization (or the corresponding provision of any future U.S. Internal Revenue law).

Article IX

Amendments

The Bylaws of the Society may be amended by a majority of the members present at an annual meeting, provided that the proposed changes be submitted in writing to the Board not less than seven (7) days prior to the annual meeting for its consideration and recommendations to the membership.

Article X

Duties of Committees

Sec. 1 Committees. The Board of Managers may from time to time designate and delegate authority to one or more committees. Any such committee may be designated as a standing committee appointed annually (“Standing Committee”) or as a special committee for specific circumstances or transactions with a limited duration. The number of members of each committee shall be designated by the Board. Committees may include persons not on the Board. The duties, constitution, and procedures of any committee shall be prescribed by the Board. The Board shall designate one member of each committee as its chairman. A committee may not authorize distributions; approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all the Corporation’s assets; elect, appoint, or remove Managers or fill vacancies on the board or on any committee; or adopt, repeal, or amend these Bylaws.

Sec. 2 Standing Committees. The Executive Committee, the Finance Committee, and the Governance Committee shall be Standing Committees. All members of Standing Committees shall be appointed by the Chair for one year but they shall hold office until their successors have been named.

Sec. 3 Executive Committee. The Chair, the Vice-Chair, the Secretary, the Treasurer and the immediate past Chair shall constitute the Executive Committee. In the absence of the Chair, the Vice-Chair shall preside and act for the Chair. The Executive Committee shall meet and confer with the Chair at his or her call. Notwithstanding anything to the contrary herein, the Executive Committee shall have the authority to act on behalf of the Board of Managers during the period between BOM meetings. The Board of Managers reserves the right to review and approve such action taken by the Executive Committee.

Sec. 4 Finance Committee. The Finance Committee, numbering at least four members, with the Treasurer as the Chair, shall oversee the financial operations of the Society. It shall submit the annual budget to the Board for approval and the Treasurer shall present the budget

at the annual meeting. There shall be an annual review of the Society's accounts by an auditing firm.

Sec. 5 Governance Committee. The Governance Committee, consisting of no less than five members, including representation from the Board and a member of the Executive Committee, shall be responsible for recruiting new BOM members, orientation of new BOM members, reviewing and proposing revisions to the Bylaws upon request of the Executive Committee, and preparing a slate of nominees for the Board and officers of the Society. No member of the Committee shall be barred from being a candidate for any office for which he or she is qualified.