

BY LAWS  
OF  
THE COLLETON COUNTY HISTORICAL AND PRESERVATION SOCIETY

A Charitable and Eleemosynary Corporation Incorporated Under the Laws of the State of South Carolina

ARTICLE I – NAME

The name of this organization is The Colleton County Historical and Preservation Society (referred to as the Society or CCHAPS)

ARTICLE II – PURPOSE

The purpose of the Society shall be to nurture, support and protect the historical and cultural heritage of Walterboro, Colleton County and its environs through programs of advocacy, education and preservation. In pursuit of its purpose, the Society may purchase and hold certain properties in common for educational, social, fraternal, charitable or other eleemosynary purposes. Furthermore, the Society shall also foster a means of preservation in Walterboro and Colleton County. CCHAPS will promote preservation, restoration, and protection of historic sites and encourage the proper use of buildings, articles, institutions of historical and architectural value in Walterboro and Colleton County, including among other things the placement and maintenance of historical markers in the County. The Society is not organized for the purpose of profit or gain to the members, otherwise than is above stated.

ARTICLE III – MEMBERSHIP

1a. Membership in the Society shall be open to all persons who are interested in the objectives of the Society and who are willing to aid and assist in promoting and encouraging the same. Application for membership shall be in writing and dues must be paid.

1b. CCHAPS does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

2. The membership of the Society shall consist of all persons who have paid the annual dues established by the Executive Committee. Dues must be paid prior to each Annual Meeting in order to vote at the meeting. Members failing to pay their dues at the Annual Meeting in January, or within 30 days thereafter, may be dropped from the rolls at the discretion of the Executive Committee.

3. For the purpose of fixing annual or other dues, the Executive Committee may divide the membership into classes but such division shall not affect the voting rights of members as hereinafter set forth.

4. From time to time the Executive Committee may designate Life Members, who by their extraordinary contributions to and work for the Society, shall be relieved of the obligation to pay annual dues and who shall have a life membership in the Society with voting rights.

5. At each meeting of the Society, each member shall be entitled to one vote. All votes must be made in person.

#### ARTICLE IV – MEMBERSHIP MEETINGS

1. An Annual Meeting of the Society shall be held during the month of January at the call of the President. Officers and members of the Executive Committee shall be elected and installed.

2. Regular meetings shall be held at least four (4) times a year, dates and times to be determined by the Executive Committee. Special meetings may be called at any time by the President, or by any two officers, or by any four (4) members of the Executive Committee or by action of the Executive Committee.

3. Notice of the Annual Meeting and of any regular or special meetings shall be given to all members in writing, stating the time and place of the meeting, not fewer than five (5) days nor more than twenty (20) days in advance of such meeting.

4. All such meetings will be held at the Bedon-Lucas House or at such other place as may be specified in the notice. Presence at any meeting of the Society shall constitute a waiver of notice of such meeting.

5. At any Annual, Regular or Special Meeting a quorum will be deemed to be sitting when the total in number of those present represents not fewer than twenty (20) members of the Society.

6. Any motion shall have been carried when not less than a majority of those members voting shall have voted in favor of such motion; provided always, however, that those present are in total number sufficient to constitute a quorum as defined above. Each member shall have one (1) vote. Votes must be cast in person. Voting shall be by voice vote or by a show of hands unless a secret ballot is requested by at least three (3) Executive Committee members present at the meeting.

7. It shall be the duty of the President to preside at all meetings of the Society. The proceeding and conduct of all meetings shall be governed by Robert's Rules of Order under the direction of the President, or in his absence the Vice President of the Society.

#### ARTICLE V – EXECUTIVE COMMITTEE

1a. The statutory management of the affairs of the Society shall be the responsibility of the nine members (9) of the Executive Committee. A member of the Society may not remain on the Executive Committee in any combination of capacities for longer than seven (7) consecutive years, after which time the member is ineligible for election to any voting seat on the Executive Committee for a period of two (2) years.

1b. There shall be the following four (4) officers of the Society: the President, the Vice President, the Treasurer, and the Secretary plus five (5) Executive Committee members. Each Officer of Executive Committee member shall be chosen by ballot according to their Class and their term of office.

1c. The position of Historian is a non-voting member of the Executive Committee. The Historian is appointed for a two-year term by the Executive Committee. The Historian shall be allowed to hold a voting position on the Executive Committee concurrently if elected as such by the membership.

2. The Bylaws provide that the Officers and Executive Committee shall be divided into two classes, with the first class initially consisting of President and Secretary and two directors, the second class initially consisting of Vice President, Treasurer and three directors. The term of office for the first class expires at the annual meeting of the members held on January 2010, the term of office for the second class expires at the annual meeting of the members to be held in 2011. The term of each of these two classes will then expire at the second annual meeting following the first date of expiration. A director elected to fill a vacancy (including a vacancy created by an increase in the Board of Directors) will serve for the remainder of the term of the class of directors in which the vacancy occurred and until his or her successor is elected and qualified.

3. Prior to each annual meeting of the membership, the President, with the Executive Committee's approval, must appoint a Nominating Committee composed of three members of the Executive Committee and/or active Members in good standing. The Nomination Committee must meet and propose a slate of nominees in sufficient time for the inclusion of their recommendations in the written notice to members of the annual membership meeting.

4. A majority of sitting voting Executive Committee members constitutes a quorum for all transactions of business by the Executive Committee.

5. Each Executive Committee member will be allowed a maximum of two (2) unexcused absences per year, after which absence must be approved by the Executive Committee. The Executive Committee may declare any seat vacated if more than two (2) unexcused absences occur in a given year.

6. The Executive Committee shall have six (6) regular meetings annually, no less frequently than bimonthly. A special meeting may be called at any time by the President or any three (3) members of the Executive Committee. All Executive Committee meetings

shall occur upon reasonable notice (no less than three (3) days notice) to all members at a time and place convenient to the Executive Committee.

7. The immediate Past President shall be a nonvoting *ex officio* member of the Executive Committee for one (1) year.

#### ARTICLE VI – OFFICERS

1. The Officers of the Society shall consist of the President, a Vice President, a Treasurer, and a Secretary. Any person elected an officer and not concurrently serving a term as a member of the Executive Committee, shall become a member of the Executive Committee for so long as he or she may hold office, and, in the case of the President, for one (1) year after ceasing to be President, and, in such case, the maximum number of members of the Executive Committee as set by Article V, Section I may be exceeded.

2. Any officer who shall for any reason cease to be a member of the Executive Committee shall at the same time cease to be an officer of the Society.

3. The officers shall have the powers and duties ordinarily appertaining to their offices and such other powers and duties as the Executive Committee shall from time to time direct.

4. All contracts, deeds of conveyance and notes and mortgages of real estate shall be signed by the President or Vice President and by the Treasurer or Secretary.

5. In case of death, disability, resignation or removal of the President, the Vice President shall become acting President for the unexpired term. In case of death, disability, resignation or removal of the Vice President, Treasurer, Secretary or Historian/Curator, or any other Executive Council member, the remaining members of the Executive Committee may elect a successor or successors for the unexpired terms.

#### ARTICLE VII – FINANCIAL COMMITTEE

A Financial Committee consisting of the President, Treasurer and three members appointed by the Executive Committee will serve as the Financial Committee. The Financial Committee oversees the investment accounts. No action shall be taken involving the investment accounts without approval of the Executive Committee and approval of the Financial Committee.

The chairman of the committee will be elected at the first meeting of each year by the members of the committee. The first meeting shall be called by, and presided over, by the President of the Society until the chairman is elected. The Finance Committee shall be appointed on an annual basis.

#### ARTICLE VIII – FINANCIAL REVIEW

Every year, review or compilation of the financials shall be completed by the fall meeting. This information must be available to members before the next annual meeting. Every five (5) years, the Society shall engage an independent auditor for a review of the financial records.

#### ARTICLE IX – ADMINISTRATIVE ASSISTANT

The Executive Committee shall employ an Administrative Assistant who shall manage the day to day operations of the Society in accordance with the policies established by the Executive Committee. Compensation and terms of office shall be fixed annually by the Executive Committee.

#### ARTICLE X – INDEMNIFICATION

The Society shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Society; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Executive Committee who are not at that time parties to the proceeding.

#### ARTICLE XI – EVENT OF DISSOLUTION

In the event of dissolution of the Society, all real and personal property then owned by the Society shall be conveyed, transferred and paid over to such eleemosynary and/or charitable corporations or state, county or municipal bodies in such share, amounts and proportions as the Executive Committee shall so select and determine as being most in furtherance of the Society's purposes. In no event shall any of the assets of the Society accrue to the individual benefit of any member of the Executive Committee, officer or member except that the Executive Committee may, at their discretion, pay salaries for work actually performed and shall reimburse member of the Executive Committee and officers for out-of-pocket expenses.

#### ARTICLE XII – AMENDMENTS

These By-Laws may be amended at any time by the affirmative vote of no fewer than two-thirds (2/3) of the active members, represented in person at the Annual Meeting or at any Regular or Special Meeting called for the purpose of considering and acting upon the

proposed amendments, provided always that a quorum shall be present at such meeting, and provided that the amendment be proposed at one meeting, that copies of the same be mailed to each Active Member, and that it be voted on at the following meeting.

Current revisions approved by membership: January 14, 2016  
Adopted by membership: February 4, 2016