

**By-Laws
of the
Board of Trustees
of the
Columbia Art Association
of Columbia, South Carolina**
A Corporation Incorporated Under the Laws of South Carolina in 1930

**(Adopted March 10, 1982)
(Revised November 21, 1990)
(Revised September 27, 1994)**

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By-Laws
of the Board of Trustees
of the
Columbia Art Association
of Columbia, South Carolina

A Corporation Incorporated Under The Laws of South Carolina In 1930

1. Principal Office

The Principal office of the Association shall be located at 1501 Senate Street, Columbia, South Carolina, 29201.

2. Service of Process

The President of the Association or the Director are hereby designated as agents for service of process. The President shall immediately be notified and a copy of all papers served shall be delivered promptly to the President.

3. Corporate Seal

The Corporate seal shall have inscribed thereon the name of the Association, the year of its organization and the words "South Carolina." If authorized by the Board of Trustees, the corporate seal may be affixed to any certificate or other engraved, lithographed or printed instruments, by engraving, lithographing or printing thereon such seal or facsimile thereof, and such seal or facsimile thereof to be engraved, lithographed or printed thereon shall have the same force and effect, for all purposes, as if such corporate seal had been affixed thereto by indentation.

4. Name of Museum

The name of the museum operated by the Association shall be: The Columbia Museum of Art.

5. Membership Dues & Privileges

The Board of Trustees shall establish classifications of Membership in the Association and the corresponding rights, privileges, dues, obligations and voting power. The Board of Trustees shall provide for Life Membership for individual persons in an amount determined by the Board of Trustees, which

shall be held by the Association to be used for art acquisitions for the Columbia Museum of Art.

6. Good Standing of Members

Any Member in arrears in payment of dues for sixty days shall be notified by the Secretary, and upon failure to pay such dues within ten days after the mailing of such notice, shall be automatically dropped from the register of Members. During such grace period, a Member shall not be in good standing with the right to vote, to hold office or exercise any other rights or privileges of Membership.

- a. Members shall be entitled to the rights and privileges of Membership, other than the right to vote at a business meeting of the Association or to hold office, if a Member has paid the dues applicable to a proper Membership application.
- b. The term of Membership shall commence with the payment of dues and continue for a period of one year plus the remainder of the last month of such year.
- c. A Member shall abide by all rules of the Association, its Constitution and its By-laws. The Board of Trustees may enforce this provision by suspension or expulsion of a Member.
- d. In order to vote or hold office a Member must have paid dues not later than the first day of the month preceding the Annual Meeting of the Association or any special meeting of the Association.
- e. If an existing Membership has expired within a sixty-day period prior to a business meeting, a Member shall have the right to vote upon payment of dues anytime prior to the commencement of a business meeting.
- f. If a Member whose Membership has expired within the sixty-day period prior to the date of the election is elected to an office, such Member shall have the right to qualify for and hold the office upon payment of the applicable dues.
- g. A Member shall not take any action which unfairly disparages the museum or unduly disrupts the operations of the museum.

7. Membership Register

The Secretary shall maintain or cause to be maintained the register of Members in good standing and in advance of each Annual or special meeting of the Membership of the Association shall prepare a complete register of Members in good standing and entitled to vote at such meeting of the Association or adjournment thereof, which list shall be in alphabetical order with the address of each Member. Such register shall be produced and kept open at the time and place of such meeting and shall be subject to inspection by a Member during the meeting.

8. Notice of Annual Meeting of Association

Written or printed notices for Annual or special meetings of the Membership of the Association shall state the place, day and hour of such meetings and, in case of special meetings, the purpose or purposes for which the meeting are called.

9. Annual Meeting of the Association

Annual Meetings of the Members of the Association for the election of Trustees and for the transaction of any other business permitted by law to be transacted at the Annual Meeting of the Membership and all special meeting of the Membership for that or for any other purpose, shall be held at the principal office of the Association in Columbia, South Carolina. Annual Meetings of the Membership shall be held on the fourth Thursday in January of each year, if not a legal holiday, and if a legal holiday, then on the next business day following, or on such day as the Board of Trustees shall designate by ten days written notice to all Members, when they shall elect a Board of Trustees and transact such other business as may properly be brought before the meeting. Special meetings shall be held on such day and hour as shall be stated in the notice of each meeting, or in a duly executed waiver of notice thereof. All meetings of the Membership shall be presided over by the President, or in his absence, by a Vice President.

10. Adjournment of Membership Meetings

If a quorum shall not be present or represented at any meeting of the Membership of the Association, Members present and entitled to vote thereat, shall have the power, by a majority vote of those present, to adjourn the meeting from time to time without notice other than by announcement at the meeting until a quorum shall be present. At such adjourned meeting at which a quorum shall be present any business may be transacted which

may have been transacted at the meeting as originally noticed provided notice of such adjourned meeting shall have been given or waived.

11. Regular Meetings of Board of Trustees

Regular meetings of the Board of Trustees may be held without notice at such time and place as shall from time to time be designated by the Board of Trustees.

12. Special Meetings of the Board of Trustees

Special meetings of the Board of Trustees may be called by the President or any two Trustees and may be held at the time and place designated in the call and notice of the meeting. The Secretary or other Officer performing his duties shall give notice either personally or by mail or telegram not less than twenty-four hours before the meeting. Meetings may be held at any time and place without notice if all the Trustees are present or if those not present sign waivers of notice either before or after the meeting.

13. Adjournment of the Board of Trustees Meetings

Any regular or special meeting of the Board of Trustees may be adjourned to any other time at the same or any other place by a majority of the Trustees present at the meeting, whether or not a quorum shall be present at such meeting, and no notice of the adjourned meeting shall be required other than announcement at the meeting.

14. Good Standing of A Trustee

A Trustee must remain a Member of the Association in good standing during the term of the Trustee's office.

15. Election of Officers

During the month of January and preceding the Annual Meeting of the Association for the election of Trustees, the President shall call a meeting of the Board of Trustees at the principal office of the Association for the purpose of election of Officers and transaction of other business. The Secretary or other Officer performing his duties shall give notice of the meeting and of any nominees for office, either personally or by mail or telegram, to each Trustee not less than five business days before the meeting, provided, however, that no notice of such meeting or of nominees need be

given if all of the Trustees are present or if those not present sign waivers of notice either before or after the meeting.

16. Officers

The Officers of the Association shall be elected from the ^{BOT} Membership of the Association by the Board of Trustees at its Annual Meeting of the Board of Trustees which shall be held during the month of and prior to the Annual Meeting of the Association. The Officers shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The Board may elect at any time additional Vice Presidents and such assistant Officers as the Board of Trustees deems appropriate. The assistant Officers shall assist the Officer in performance of his duties, exercise and perform his powers in his absence or disability, and have such other powers and duties as may be conferred or required by the Board.

17. Term of Office & Attendance

- a. The Officers of the Association shall hold office for one year or until their successors are elected and qualify in their vote.
- b. No person shall serve in the same office for more than two consecutive years or as a Class Trustee of the Association for more than six consecutive years. Trustees filling an unexpired term may be elected in their own right for two consecutive three-year terms. An individual may return to the board after a one-year hiatus. The immediate past President shall serve his term as an ex officio Member of Trustees as provided by <4.3.b> of the Constitution. (Revised November 21, 1990).
- c. If a class Trustee fails to attend at least one-half of all regular or called meetings of the Board of Trustees, the Executive Committee, or any committee of the Board established by resolution of the Board, the Board of Trustees may declare that the Trustee's office vacant and elect a successor to the unexpired portion of the term.

18. The President

The President of the Association shall preside at all meetings of the Board of Trustees and of the Association. He shall have the usual powers vested in the Chief Executive Officer of a corporation and shall supervise the conduct of the business of the museum, subject to the Constitution, the

Bylaws of the Board of Trustees and the general policies determined by the Board of Trustees and the Executive Committee, of which he shall serve as Chairman. He shall be an ex officio Member of all committees. He may sign in the name of and on behalf of the Association any and all contracts, agreements or other instruments pertaining to matters which arise in the ordinary course of business of the Association and, if authorized by the Board of Trustees or the Executive Committee, may sign in the name of and on behalf of the Association any other contracts, agreements or instruments of any nature pertaining to the business of the Association.

He shall have such other powers and perform such other duties as may be prescribed from time to time by law, by the By-laws or by the Board of Trustees.

19. The Vice President

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Trustees may prescribe.

The Vice President may sign in the name of and on behalf of the Association contracts, agreements, or other instruments pertaining to matters which arise in the ordinary course of business of the Association, except in cases where the signing thereof shall be expressly delegated by the Board of Trustees or the Executive Committee to some other Officer or agent of the Association. If authorized by the Board of Trustees or the Executive Committee, he may sign in the name of and on behalf of the Association any other contracts, agreements or instruments of any nature pertaining to the business of the Association.

He shall have such other powers and perform such other duties as may be prescribed from time to time by law, by the By-laws, or by the Board of Trustees.

If there be more than one Vice President, the Board of Trustees or the President of the Association shall assign to such Vice Presidents their respective duties.

20. The Secretary

The Secretary shall attend all sessions of the Board of Trustees and all meetings of the Association and record all votes, the minutes of all proceedings and the notices in a book to be kept for that purpose and shall

perform like duties for the committees appointed by the Board of Trustees when required. The Secretary shall give, or cause to be given notice of all meetings of the Association and of the Board of Trustees, and shall perform such other duties as may be prescribed by the Board of Trustees or President, under whose supervision he shall be. The Secretary shall maintain or cause to be maintained a register of the Members in good standing of the Association. The Secretary or his agent shall be the custodian of the seal of the Association, the minute books of the Association and its committees and other formal records, including the register of Members, and documents relating to the corporate affairs of the Association, which shall be kept at the principal office of the Association. Any records kept by the Secretary shall be the property of the Association and shall be restored to the Association in case of death, resignation, retirement, suspension or removal from office. The Secretary shall have the authority to make exemplifications and certifications and to affix the corporate seal to any document executed or delivered on behalf of the Association. In the absence of the Secretary, the Board of Trustees, the Executive Committee or any other committee of the Board of Trustees may appoint a person to act as temporary Secretary.

21. The Treasurer

- a. The Treasurer shall have charge and custody of all funds and securities of the Association and shall receive and disburse or cause to be disbursed funds under the direction of the Board of Trustees taking proper vouchers for such disbursements.
- b. The Treasurer shall keep or cause to be kept full and accurate records of the financial condition and property of the Association. Any records kept by the Treasurer shall be the property of the Association and shall be restored to the Association in case of death, resignation, retirement or removal or suspension from office.
- c. The Trustees shall deposit or cause to be deposited all moneys and other similar valuable effects in the name of and to the credit of the Association in such depositories as may be designated by the Board of Trustees, except that all funds, securities or property received by way of endowment (other than life Membership funds) shall be turned over by the Treasurer to the Columbia Museum of Art Commission.
- d. The Treasurer shall submit or cause to be submitted periodic reports to the President and the Board of Trustees whenever they may require it and shall render an Annual Report to the Association and its

Annual Meeting.

- e. The Treasurer, in consultation with the Director of the museum, shall cause to be prepared an operating budget for the museum.
- f. The Treasurer shall file with the Secretary a fidelity bond in the amount determined by the Board of Trustees to be adequate for protection of the interests of the Association and the Commission.
- g. The Treasurer's accounts shall be balanced at the conclusion of each fiscal year and audited by a committee of the Board, or by an outside auditor appointed by the Board of Trustees.

22. The Director

- a. Subject to the approval of the Columbia Museum of Art Center Commission, the Board of Trustees shall elect a Director for the museum, at such salary and on such basis as may seem fit and proper to said Trustees. The Director shall hold office during the pleasure of the Board, or for such other tenure as is set by the Board.
- b. The Director may sign in the name of and on behalf of the Association contracts, agreements, or other instruments pertaining to Association matters which arise in the ordinary course of business of the Association, except in cases where the signing thereof shall be expressly delegated by the Board of Trustees or the Executive Committee to some other Officer of agent of the corporation. If authorized by the Board of Trustees, or the Executive Committee, he may sign in the name of and on behalf of the Association and other contracts, agreements or instruments of any nature pertaining to the business of the Association.
- c. The Director shall be the Chief Administrative Officer of the museum, shall act under the direction and control of the Board of Trustees, and shall perform such duties as the Board of Trustees may designate. The Director shall prepare a proposed operating budget for the museum for presentation to the Board of Trustees. Pursuant to the budget adopted by the Board of Trustees, the Director shall execute the financial operations of the museum. The Director shall attend the meetings of the Association, and shall submit an Annual Report on the operation and status of the museum and shall render such other reports as the Board of Trustees may require.

- d. The Director shall have the power of appointment, dismissal or suspension of all employees of the museum, subject to the provisions of the By-laws and the Personnel Manual approved by the Board of Trustees.
- e. The Director may have such other powers, authority, and duties as the Board of Trustees may provide in the By-laws or by resolution.

23. The Executive Committee

- a. The Executive Committee shall consist of the officers of the association, the Chairman of the Commission and the President of the Board of Visitors and a representative of each class of trustees approved by the Board of Trustees, who shall hold office on the Executive Committee during the pleasure of the Board. The Executive Committee, except as set forth in the Constitution of the Association, these By-laws or in resolution of the Board of Trustees, shall have all the powers of the Board of Trustees in the management of the business and affairs of the Association to all papers which may require it.
- b. The Executive Committee shall cause to be kept regular minutes of its proceedings, which may be transcribed in the regular minute book of the Association, and all such proceedings shall be reported to the Board of Trustees at its next succeeding meeting, and shall be subject to revision or alteration.
- c. A majority of the Executive Committee shall constitute a quorum at any meeting. The Executive Committee may take action without a meeting on the written approval of such action by all Members of such committee or may meet by telephone conference call.
- d. The Board of Trustees may by vote of a majority vote of the full Board fill any vacancies in the Executive Committee.
- e. The Executive Committee may, from time to time, subject to the approval of the Board of Trustees, prescribe rules and regulations for the calling and conduct of meetings of the committee, and other matters relating to its procedure and the exercise of its power.
- f. The Executive Committee shall cause to be prepared the Annual Budget with the assistance of the Treasurer.

- g. The Executive Committee shall meet at the call of the President.
- h. The taking of action by the Executive Committee shall be conclusive evidence that the Board of Trustees was not at the time of such action in session.

24. Committees

All other committees of the Board of Trustees shall cause to be kept regular minutes of their proceedings and the provisions as to procedure for such committees shall be the same as for the Executive Committee.

25. Accessions Committee (Deleted, November 21, 1990).

26. Alternate Committee Members

In the absence of or disqualification of a Member of the Executive Committee or any other committee, the Members present at the meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint an alternate committee Member from those Trustees designated by the Board of Trustees as alternates. If no such alternate Member is available, the committee Members may unanimously appoint another Member of the Board of Trustees to act at the meeting in place of such absent or disqualified Member.

27. Vacancy

- a. If the office of any class Trustee becomes vacant by reason of death, resignation, retirement, disability, disqualification, or otherwise, the Trustees then in office, although less than a quorum, by a majority vote, may elect a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
- b. If the office of any Officer of the Association shall become vacant for any reason, the Board of Trustees, by a majority vote of those present at any meeting at which a quorum is present, may elect a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

28. Resignation

Any Officer or any Trustee of the Association may resign at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Association unless some time be fixed in the resignation, and then from that time. The acceptance of a resignation shall not be required to make it effective. A vacancy shall be deemed to exist upon receipt by the Association of such written resignation, and a successor may, then or thereafter, be elected to take office when such resignation becomes effective. These provisions shall be applicable to the resignation of the Director or any employee.

29. Absence, Disqualification or Disability of an Officer

In case of the absence, disqualification or disability of any Officer of the Association, or for any other reason the Board may delegate, for the time being, the powers or duties, or any of them, of such Officers to any other Officer or to any Trustee.

30. Removal or Suspension

- a. Any Officer, Trustee, the Director, or any employee may be removed for cause after written notice of specific charges and opportunity to meet and refute such charges at a regular or called meeting of the Board of Trustees. Cause for removal shall mean fraudulent or dishonest acts or gross abuse of authority in discharge of duties to the Association.
- b. Any Officer or Trustee, the Director or any employee of the museum may be suspended immediately without prior notice by a majority vote of the Executive Committee or of the Board of Trustees present and entitled to vote. After any such suspension the Board of Trustees or the Executive Committee shall give such person a written statement of specific charges and opportunity to meet and refute such charges.

31. Checks, Notes & Other Instruments

- a. All checks or demands for money and notes of the Association shall be signed by such persons as the Board of Trustees may from time to time designate or as may be designated by persons to whom the Board of Trustees delegates such authority. The Board of Trustees shall have authority to make provision, with proper safeguards, for

the signatures to appear on all checks, including, but not by way of limitation, payroll checks, to be made by facsimile, whether engraved or printed.

- b. Whenever the seal of this Association is to be affixed to any instrument being executed on behalf of this Association, such seal shall be affixed thereto by the Secretary or an Assistant Secretary and the fact of such affixation shall be attested to by the person so affixing the seal.

32. Fiscal Year

The fiscal year shall begin the first day of July in each year.

33. Trustee Compensation & Conflicts of Interest

No Trustee or Officer shall receive any salary or fees or any compensation.

No transaction in which a Trustee or Officer of the Association has a personal or adverse interest shall be void or avoidable solely for this reason if the requirements of the South Carolina Business Corporation Act relating to transactions between corporations and Directors and Officers are complied with and such transaction has been approved by the Board of Trustees after review by the Collections Committee. A transaction with the Director or any employee of the museum shall comply with the provisions of this section.

34. Inspectors of Election

Prior to any meeting of the Association, the Board of Trustees may appoint any odd number of inspectors of election to act as inspectors at such meeting. In the event that inspectors shall not be so appointed, they shall be appointed by the person presiding at such meeting and if any inspector shall refuse to serve, or neglect to attend such meeting, or his office becomes vacant, the person presiding at the meeting may appoint another inspector in his place. The inspectors appointed to act at any meeting of the Association shall, before entering upon the discharge of their duties, be sworn faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of their ability.

35. Notices of Board of Trustees Meeting

Notices of meetings of the Board of Trustees shall be mailed five days prior to each meeting. Special meetings of the Board of Trustees shall be held upon call of the President, or upon call of three Trustees, on twenty-four hours notice, which may be given personally or by mail. Meetings may be held at any time without notice if all the Trustees are present, or if those Trustees not present sign waivers of notice, either before or after the meeting.

36. Right to Inspect Books & Records

Any Member may make written application to the Board of Trustees requesting the right to examine, at a reasonable time or times for a proper purpose, the Association's books and records of account, minutes of meetings of the Membership and of the Board of Directors and of the Executive Committee or any committees of the Board, and the Register of Members and to copy and make extracts therefrom. The Board of Trustees may deny the inspection if it determines that the inspection and copying is not for a proper purpose, or is not reasonably related to such persons interest as a Member of the Association, or may be used to harass the Commission, the Association, its Membership, the Officers and Trustees, or the museum, or may violate a confidence relating to a personnel matter, on-going negotiations, or an acquisition or sale of art object, upon advice of counsel, and other matters that the Board deems to require confidentiality. The Board may deny the inspection if the Member refuses upon request to furnish an affidavit that the inspection is not sought for a purpose which is in the interest of a business, purpose or object of the Commission, the Association, or the museum, that the Member does not intend to sell or offer for sale or make a commercial use of the information, including any list of Members of the Association and that he has not aided or abetted any other person in procuring the list of Members for such purpose. The Association may impose such conditions on the release of any information as it deems in the best interest of the museum, the Association and the Commission.

37. Amendments

Any of these By-laws may be altered, amended or repealed, or reinstated as provided in the Constitution of the Association.

These By-laws, adopted and effective this 10th day of March, 1982.

Columbia Art Association of
Columbia South Carolina

/s/ Nicholas K. Moore
Nicholas K. Moore, President

Attest: /s/ Ann Morrison Chapman (SEAL)
Ann Morrison Chapman, Secretary

APPENDIX

- A. Current Membership Classification and Dues Schedule
- B. List of Amendments to Constitution and By-laws



343-2210

Womels

Call me if it doesn't all go through & I'll send a hard copy down to you this afternoon!

● Comments:

Urgent For Review Please Comment Please Reply Please Recycle

Re: Board & By-Laws

CC:

Date: 11/11/2003

Phone:

Fax: 255-8930

Pages: 21 + cover

From: Womels Smith

To: Erika Moore

Fax