

**HISTORIC COLUMBIA FOUNDATION, INC.  
BY-LAWS**

**ARTICLE I - NAME**

1. The name of the corporation shall be Historic Columbia Foundation, Inc.

**ARTICLE II - MISSION**

1. The mission of Historic Columbia Foundation is to nurture, support and protect the historical and cultural heritage of Columbia and its environs through programs of advocacy, education and preservation.
2. In pursuit of its mission, the Foundation maintains and displays collections of material culture in historic house museums; offers historic tours; provides information about the region's history and culture to schools, the media and the general public; rents space in historic properties; and maintains an active interrelationship with other preservation organizations and museums in the state of South Carolina.
3. The Historic Columbia Foundation recognizes, values and appreciates the cultural and historical contribution of all races, colors, creeds, national origins, and religions to the Columbia community and to the furtherance of the Foundation's mission. The Foundation seeks and embraces diverse voices in all of its governing boards and committees.

**ARTICLE III - MEMBERSHIP**

1. The membership of the Foundation shall consist of all persons who have paid the annual dues established by the Board of Trustees (Executive Committee).
2. For the purpose of fixing annual or other dues, the Board of Trustees (Executive Committee) may divide the membership into classes but such division shall not affect the voting rights of members as hereinafter set forth.
3. At each meeting of the Foundation, each member shall be entitled to one vote. All votes must be made in person.

**ARTICLE IV - MEMBERSHIP MEETINGS**

1. The Annual Meeting of the Foundation shall be held once each fiscal year.

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2. Special meetings may be called at any time at the discretion of the President, or upon the written request of three or more Trustees to the President to call a special membership meeting.
3. Notice of the Annual Meeting and of any special meeting shall be given to all members in writing, stating the time and place of the meeting, at least five days before such meeting. The Executive Director may offer members the option of receiving written notices solely by electronic communication.
4. There shall be no requirement of a quorum at membership meetings, but proof of notice shall be filed with the Secretary.

### **ARTICLE V - OFFICERS**

1. At the first meeting of the Board of Trustees (Executive Committee) following the annual meeting of the membership, the Board of Trustees (Executive Committee) must elect from among itself the following five officers of the Foundation: the President, the First Vice President, the Second Vice President, the Secretary, and the Treasurer. The officers may be elected to succeed themselves one time in the same office.
2. If an officer resigns, he or she must also resign from the Board of Trustees (Executive Committee). The Board of Trustees (Executive Committee) must fill the vacancy in any office by reorganizing itself following the appointment of a new Trustee pursuant to Article VI, section 2, of these by-laws. An appointee to fill a vacancy in an office shall not be deemed to have served a term in that office for purposes of eligibility to succeed himself or herself in that office.
3. The President shall preside at all meetings of the membership of the Foundation and all meetings of the Board of Trustees (Executive Committee). The President shall have all other duties and powers assigned to the President by these by-laws, and such duties and powers as are reasonably necessary to carry out the functions of the office.
4. The First Vice President shall perform the duties assigned by the President and shall preside in the absence or disability of the President. The Second Vice President shall perform the duties assigned by the President and shall preside in the absence or disability of the President and First Vice-President.
5. The Secretary shall make and keep a permanent record of all business transacted by any meeting of the Board of Trustees (Executive Committee) and shall maintain a permanent file of all official correspondence of the Foundation and a list of members of the Foundation.
6. The Treasurer shall make and keep a permanent record of all monies of the Foundation and all transactions involving money of the Foundation. The Treasurer shall report the financial affairs of the Foundation as required by the Board of Trustees (Executive Committee) but not less often than annually.

### **ARTICLE VI - BOARD OF TRUSTEES (EXECUTIVE COMMITTEE)**

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1. The statutory management of the affairs of the Foundation shall be the responsibility of the nine-member Board of Trustees also called the “Executive Committee,” referenced as the “Board of Trustees (Executive Committee)” in these by-laws. In addition to the limitation upon succeeding oneself as an officer stated in Article V, section 1, a member of the Foundation may not remain on the Board of Trustees (Executive Committee) in any combination of capacities for longer than seven consecutive years, after which time the member is ineligible for election to any voting seat on the Board of Trustees (Executive Committee) for a period of one year.
2. Vacancies on the Board of Trustees (Executive Committee) shall be filled by appointment by the President with approval by the Board. If a vacancy on the Board of Trustees (Executive Committee) also creates a vacancy in an office, then the new Trustee must be seated prior to the Board of Trustees (Executive Committee) action to fill the vacancy in the office pursuant to Article V, section 2, of these by-laws.
3. Prior to each annual meeting of the membership, the President, with Board of Trustees (Executive Committee) approval, must appoint a Nominating Committee composed of three members of the Board of Trustees (Executive Committee) and/or the Board of Directors and Advocates. The Nominating Committee must meet and propose a slate of nominees for the Board of Trustees (Executive Committee) in sufficient time for the inclusion of the Nominating Committee’s recommendations in the written notice to members of the annual membership meeting.
4. A majority of sitting voting Board of Trustees (Executive Committee) members constitutes a quorum for all transactions of business by the Board of Trustees (Executive Committee).
5. The Board of Trustees (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 members of the Board of Trustees (Executive Committee). All meetings shall occur upon reasonable notice to all members at a time and place that is suitable and convenient to the Board of Trustees (Executive Committee).
6. Each Trustee will be allowed a maximum of two unexcused absences per year, after which each absence must be approved by the Board of Trustees (Executive Committee). The Board of Trustees (Executive Committee) may declare any seat vacated if more than two unexcused absences occur in a given year.
7. The Immediate Past President shall be a nonvoting *ex officio* member of the Board of Trustees (Executive Committee) for one year. The Chairman of the Board of Directors and Advocates is a nonvoting *ex officio* member of the Executive Committee.
8. It shall be the primary responsibility of the Board of Trustees (Executive Committee) to ensure the orderly and efficient operation of the Historic Columbia Foundation; the Executive Committee shall routinely refer major policy decisions, major operational issues, and long-range planning concepts to the Board of Directors and Advocates for review, discussion, and advice.

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### ARTICLE VII - EXECUTIVE DIRECTOR

1. The Board of Trustees (Executive Committee) must retain an Executive Director, who shall be accountable to and serve under the general supervision of the Board of Trustees (Executive Committee). The Executive Director shall be responsible for the overall management and performance of policies, operations and affairs of the Foundation and the hiring and supervision of the staff in the performance of their duties.

### ARTICLE VIII – BOARD OF DIRECTORS AND ADVOCATES

1. The Historic Columbia Foundation Board of Directors and Advocates is created, consisting of the following persons:

- a. All existing elected Board of Trustees members as of the adoption of these revised by-laws who are not transferred to the Board of Trustees (Executive Committee) created by these revised by-laws, to serve on the Board of Directors and Advocates until the completion of the term for which originally elected. As each such term of an elected member expires, a successor will be elected to the Board of Directors and Advocates by the membership at the annual meeting. Should an insufficient number of candidates stand for election to the Board of Directors and Advocates at the annual meeting, the President, subject to ratification by the Board of Trustees (Executive Committee), shall make full-term appointments to the Board of Directors and Advocates.
- b. The president of the Docent's Guild *ex officio*.
- c. The president of the Historic Columbia Foundation Palladium Society *ex officio*.
- d. Two members appointed by the City Council of the City of Columbia, S.C. and two members appointed by the County Council of Richland County, S.C., upon the expiration of the terms of the appointees of the City and the County serving on the Foundation's Board of Directors as of the date of the adoption of these by-laws, which appointees are hereby transferred to the Board of Directors and Advocates.
- e. Additional members appointed by the President in the best interests of the Foundation with the advice and consent of the Board of Trustees (Executive Committee).

2. The Board of Directors and Advocates shall be the major vehicle by which the Historic Columbia Foundation develops programs and activities to nurture, support, and protect the historical and cultural heritage of Columbia and its environs through programs of advocacy, education, community awareness, and preservation.

3. The budget for the Historic Columbia Foundation shall be approved annually by a majority vote of the members of the Board of Directors and Advocates upon the recommendation of the Board of Trustees (Executive Committee).

4. Except as provided for the initial terms of members being transferred to the Board of Directors and Advocates upon the adoption of these revised by-laws, the regular term of each Board of Directors and Advocates member is three years. A member may succeed himself or herself on the Board of Directors and Advocates without limit.

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5. The President, upon approval by the Board of Trustees (Executive Committee), shall appoint a Chairman of the Board of Directors and Advocates, who shall preside *pro tempore* over the same unless the President is present and desires to preside. The President, upon approval by the Board of Trustees (Executive Committee), shall also appoint a Vice Chairman of the Board of Directors and Advocates. The Chairman of the Board of Directors and Advocates is a nonvoting *ex officio* member of the Executive Committee.

6. The Board of Directors and Advocates shall meet quarterly, as well as at special meetings called by its Chairman or by the President.

7. Notice of the meetings of the Board of Directors and Advocates shall be given to all members in writing, stating the time and place of the meeting, at least five days before such meeting. There shall be no requirement of a quorum at such meetings.

8. The Board of Trustees (Executive Committee), the President, and Executive Director may each request the advice or recommendations of the Board of Directors and Advocates on any question pertaining to the Foundation. Actions of the Board of Directors and Advocates to render advice or recommendations to the Board of Trustees (Executive Committee) or Executive Director shall be by majority vote of the members present at a duly called meeting. The reports may include individual members' statements supporting or opposing any recommendations adopted.

### ARTICLE IX - FINANCES

1. The funds of the Foundation shall be deposited in such incorporated bank or banks as the Board of Trustees (Executive Committee) may direct, and such funds shall require at least two signatures for withdrawal of amounts over \$500.00. Payroll is excluded from this provision.

2. All notes, bonds, or mortgages shall be executed on behalf of the Foundation by the President and Secretary, and then only upon appropriate resolution of the Board of Trustees (Executive Committee).

3. The Treasurer shall furnish bond in such amount as may be deemed adequate by the Board of Trustees (Executive Committee).

### ARTICLE X – OTHER COMMITTEES

1. The Board of Trustees (Executive Committee) and the Board of Directors and Advocates each may create such standing and *ad hoc* committees as are convenient to the successful performance of their respective duties.

2. A member of the Board of Trustees (Executive Committee) must chair each Board of Trustees (Executive Committee) committee.

3. Board of Directors and Advocates members are eligible to appointment as full members

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of any committee of the Board of Trustees (Executive Committee).

4. The President and the Executive Director are each an *ex officio* member of every committee of the Board of Trustees (Executive Committee) and every committee of the Board of Directors and Advocates.

### **ARTICLE XI - EVENT OF DISSOLUTION**

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

### **ARTICLE XII - BY-LAWS CHANGES**

1. These By-Laws may be amended at any meeting of the Foundation when notice of such amendment has been given with the notice of meeting and upon vote of two-thirds of members present in person.