

# Bylaws of The Beaufort History Museum, Inc.\*

\*As adopted December 13, 2024

## **Article 1: Legal Authority**

The Beaufort Museum was established in 1939. Its Constitution was adopted at a meeting of the Trustees of the Beaufort Museum on July 20, 1939. "The Beaufort History Museum, Inc." (hereafter "BHM" or "Museum") was chartered on March 7, 2011 as a non-profit corporation under and by virtue of the laws of the State of South Carolina as contained in Chapter 33, Section 31, of the South Carolina Code of Laws. The mission of BHM is to increase and diffuse knowledge by the maintenance of a museum that displays, educates and enlightens the public on the art, science, history and industry of this culturally rich area and by the preservation and protection of artifacts that document that heritage.

## **Article II: Name and Location**

**Section 1:** Official Name: The Beaufort History Museum, Inc.

**Section 2:** Location: The principal office of BHM is 713 Craven Street, Beaufort, South Carolina.

## **Article III: Membership**

**Section 1: Eligibility:** Any person expressing an interest in the preservation and promotion of Beaufort history shall be eligible for membership in BHM.

**Section 2: Membership Fees:** Membership shall commence upon payment of a fee set by the Board for a period also set by the Board.

**Section 3: Voting Privileges:** Upon application and payment of dues, each individual member eighteen (18) years of age or older shall have one vote on motions before annual meetings of BHM during the term of membership. Membership is not transferable and does not allow any rights or interest in the assets or income of BHM. Proxy votes are not permitted.

**Section 4: Honorary Life Member:** Upon motion and approval by the Board of

Directors, an Honorary Life Membership may be conferred upon a member or nonmember who has rendered singular and extraordinary service to BHM. Honorary Life Members shall enjoy all privileges and benefits of regular members without further payment of individual annual membership fees.

## **Article IV: Board of Directors**

**Section 1: Governance:** The business, property and programs of BHM shall be managed and controlled by a Board of Directors consisting of not fewer than three (3) and not more than fifteen (15) duly elected voting members. The Board of Directors retains those powers granted under South Carolina Statutes which permit all necessary and convenient actions to effect all the approved purposes for BHM, including employment of an Executive Director, and determining all matters relating to that employment.

**Section 2: Executive Committee:** The Board of Directors may create an Executive Committee consisting of the Officers of the Board and up to two (2) members appointed by the Board President. The Executive Committee shall meet as needed to carry out tasks assigned by the Board. The creation of an Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors nor any individual Director of responsibility or liability imposed by law. Minutes of actions taken by the Executive Committee shall be recorded and presented to the Board of Directors at the next meeting of the Board.

**Section 3: Terms of Office and Elections:** Directors shall serve a term of three (3) years, and the Board shall maintain staggered terms of service for each third of its membership. Directors are limited to three consecutive three-year terms with an ineligibility period of one year following the expiration of a third full term. Each Director must remain a member in good standing during his or her entire term of office. A full term commences with the date of election and ends after the election of new Directors during the subsequent fourth Annual Meeting. Elections to fill expiring terms and Director vacancies not previously filled will take place at each Annual Meeting following recommendations by a Nominating Committee appointed by the Board President. Nominations from the General Membership also will be accepted during the Annual Meeting. The presiding officer shall call for nominations for Directors from the General Membership at annual meetings in accordance with procedures described in Robert's Rules of Order for "Nominations from the Floor." After nominations are closed, if there are no contested elections, the President shall call for a vote by acclamation. If there are contested elections, or if a vote by acclamation fails, a vote by paper ballot shall follow, in accordance with procedures described in Robert's Rules of Order for "Slated Ballots."

Directors assume their seats immediately and can participate in election of board officers. Should the officer presiding over the annual meeting or the Secretary (or Director acting in the Secretary's capacity) no longer retain a Director seat after the election, they will continue to fulfill the duties of those positions throughout the meeting but will have only those voting privileges afforded a General Member.

**Section 4: Vacancies:** Vacancies which occur on the Board shall be filled by a majority vote of the Board upon recommendation of the President to fill the vacancy for the remaining, unexpired term of a Director. Such appointments commence on the election date. A Director completing an unexpired term shall then be eligible for two additional full terms.

**Section 5: *Ex Officio* Board Members:** The Board may designate individuals and representatives of local agencies and civic groups to advise the Board for a specified period of time as nonvoting, *ex officio* members.

**Section 6: Meetings & Notice:** At the minimum, regular meetings of the Board shall be held at least each calendar quarter according to a schedule announced by the Board President at the Annual Meeting. Special meetings of the Board shall be held (1) at the discretion of the President, or (2) by a majority vote of the Board of Directors, or (3) upon written request by thirty (30%) percent of the individual members. Notices for such special meetings shall be provided by telephone, posted mail or email at least seven (7) days before the announced time, date and place.

**Section 7: Quorum & Voting:** A simple majority of Directors being present shall constitute a quorum for the conduct of business. Thereafter, a simple majority vote of the quorum is required for action on motions. Each duly elected Director shall have one vote. Proxies shall not be permitted.

**Section 8: Attendance Rule:** Each Director is expected to attend regularly scheduled and special called meetings of the Board. Those members with three consecutive, unexcused absences, as determined by the President, shall be subject to removal by a majority vote of the Board. With prior approval of the Board President, Directors may attend all regular or special meetings by remote applications such as phone or Zoom, except the Annual Meeting. Directors attending by such remote means retain all rights and privileges, as if physically present.

**Section 9: Compensation:** Directors shall be volunteers and receive no compensation for their services, except on occasion for reimbursement of certain expenses directly related to the mission and purposes of BHM as may be approved by the Board.

**Section 10: Commitment and Ethics Rule:** Each Director must maintain a high commitment to the stated mission and goals of BHM and exhibit the highest ethical standards in the conduct of business as suggested in the most recent American Association of Museums (AAM) "Code of Ethics for Museums." Any Director brought into question under this rule shall have a hearing before the Board and, should their behavior be judged to be in conflict with the AAM Code of Ethics or incompatible with the best interest of BHM, shall be removed from the Board upon a two-thirds vote of the Board, except that the Director in question shall not have a vote in the matter of his or her own dismissal.

## **Article V: Meetings of the Membership**

**Section 1: Annual Meeting:** An Annual Meeting of the membership shall be held in January of each year with no fewer than thirty (30) days published notice of the place, date and time. The business agenda shall include reports by the Board President, Treasurer, and Museum Executive Director (if any); the election of Directors to fill vacancies not previously filled and/or expiring terms; and such other actions as may be necessary and properly presented according to these Bylaws. The agenda shall be sent to all members electronically seven (7) calendar days before the Annual Meeting.

**Section 2: Quorum:** A quorum for the conduct of business shall consist of a majority of the Board for any regular or special meeting of the Board of Directors and at the Annual Meeting.

## **Article VI: Officers**

**Section 1: Officers:** Officers of BHM shall include a Board President, a Vice President, a Secretary, and a Treasurer. Such officers must be duly elected from among voting members of the Board of Directors. No individual shall concurrently hold more than one office, except that the Secretary or Vice President shall be eligible to hold the Treasurer's position concurrently upon majority vote of the Board in instances in which the Treasurer's position is vacated before the end of a term and no other replacement is elected. This exception shall not be construed to allow such an arrangement to extend beyond the unfilled portion of the one year term of the Treasurer's office..

**Section 2: Election and Term of Office:** Election of officers shall occur each year during the Annual Meeting, after the General Membership has voted for new Directors, following recommendations by a Nominating Committee appointed by the Board

President. The presiding officer shall also call for nominations from the floor from Directors, in accordance with procedures described in Robert's Rules of Order for "Nominations from the Floor." After nominations are closed, if there are no contested elections, the presiding officer shall call for a vote of the Directors by acclamation. If there are contested elections, or if a vote by acclamation fails, a vote of the Directors by paper ballot shall follow, in accordance with procedures described in Robert's Rules of Order for "Slated Ballots." New officers assume their duties at the conclusion of voting, except that the officer presiding over the annual meeting and the Secretary or Director acting in the Secretary's capacity shall fulfill those duties through the conclusion of the meeting. Each officer shall be elected by the Board of Directors and serve for a period of one year. Vacancies in these offices shall be filled by a Director by majority vote of the Board during a regular meeting or during a special meeting called for that purpose.

**Section 3: Duties of Board President:** The Board President shall preside at all meetings of the Board, appoint committee members, exercise general oversight of BHM, and perform such other duties as may from time to time be assigned by the Board. The Board President, or a designee, may serve as an *ex officio* member of those standing and special committees established by the Board. By invitation of the Board, the immediate past Board President may serve as a voting member on the Board for a period of one year.

**Section 4: Duties of Board Vice President:** Upon disability or absence of the Board President, the Vice Board President shall perform the duties of the Board President and such other duties as may be assigned by the Board of Directors. The Board Vice President organizes the Corporation's Annual Meeting and may serve as an *ex officio* member of all committees.

**Section 5: Duties of the Secretary:** The Secretary shall record the minutes of all meetings of the Board, and shall satisfy himself/herself that membership lists are maintained, official contracts and records of BHM are being preserved, and that the membership is receiving notices of scheduled meetings.

**Section 6: Duties of the Treasurer:** The Treasurer shall be responsible for overseeing Board policies related to the overall financial management of the Corporation to assure that processes and systems are implemented for the accurate and timely recording of all receipts, income and expenditures, in accordance with generally accepted accounting practices for nonprofit corporations. The Treasurer will present periodic reports to the Board no less than quarterly and upon requests of the Board. The Treasurer may invest funds of BHM on occasion in such a manner that complies with limitations imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(C)(3)

of the internal Revenue Code. The Treasurer shall perform those other duties inherent to the office of Treasurer.

**Section 7: Honorary Titles:** The Board of Directors may from time to time award certain friends of BHM with honorary titles as it might deem prudent to advance the mission and goals of BHM. Such honorary titles shall not carry any obligations, powers, or duties within this organization.

**Section 8: Filling Officer Vacancies:** If an officer's position becomes vacant before the one year term expires, it can be filled by another Director, subject to other rules described in these Bylaws, upon majority vote of the Board of Directors. If an officer's position becomes vacant as a result of a Director leaving the Board, a new Director may be added by majority vote of the Board.

## **Article VII: Standing and Special Committees**

**Section 1: Standing Committees:** The Board shall appoint several standing committees. They are:

**a. The Finance Committee** shall have a responsibility to advise the Board on appropriate budgeting and accounting practices as a nonprofit corporation. Other functions of this Committee shall be to propose an annual budget, monitor income and expenditures, and recommend an auditor to conduct the audits as specified in these Bylaws. The Treasurer of BHM shall chair this committee and serve as a voting member.

**b. The Acquisitions & Collections Committee** shall be responsible for those policies, procedures and forms that provide for the acquisition, preservation, storage, security, cataloging and display of items donated or loaned to the Museum. Other duties include oversight of an annual inventory of collections and the periodic assessment of preservation and conservation needs.

**c. The Volunteers Committee** shall be responsible for those policies, procedures and forms that provide for the organization and conduct of volunteers serving the museum in various capacities, including but not limited to fundraising, assistance with daily museum operations and staging of special events.

**Section 6: Special Committees:** Administrative, managerial, advisory, and special project committees or subcommittees may be established by the Board President as deemed necessary for the efficient operation of the Museum. Each committee thus

created shall advise the Board on matters related to achieving the stated mission and goals of BHM. Each committee thus created can exist for a period determined when the committee is established, or it can be allowed to exist indefinitely, to be dissolved by a vote of the Board.

**Section 7: Committee Membership:** The Board President may appoint committee membership from among BHM's members and designate the Chair for each committee thus appointed. Each committee must include at least one BHM Director.

**Section 8: Terms of Committee Membership:** Members of Standing Committees shall serve one year or until the next Annual Meeting, whichever occurs first. At the discretion of the Board President, members of Standing Committees may continue to serve until a successor is appointed.

## **Article VIII: Finance and Audits**

**Section 1: Fiscal Year:** BHM's financial year shall commence on the first day of January and end on the thirty first day of December in each calendar year.

**Section 2: Funds and Property:** All funds and property held by BHM are maintained in trust for the purposes authorized in its charter and only in accordance with its official mission and goals. Bequests, gifts, loans, and donations must first meet the published BHM "Guidelines for Donations." Each officer, employee, volunteer or its agent having custody of BHM funds or property is to be covered by an appropriate fidelity and forgery insurance bond carried at the expense of BHM.

**Section 3: Records and Reports:** Records of all financial assets, liabilities, and accounting records of BHM shall be maintained in accordance with generally accepted accounting practices (GAAP) for nonprofit corporations and its records shall be kept in such manner as to facilitate the preparation of quarterly financial reports for the Board and membership.

**Section 4: Deposits & Disbursements:** All cash, restricted and reserve funds of BHM shall be deposited in banks or depositories under the name of The Beaufort Museum, Inc. Any and all disbursements from such accounts shall be made only by checks or similar money orders signed by the Treasurer or Board President. Only banks or depositories that are members of the FDIC or the Federal Savings and Loan Insurance Corporation may be used.

**Section 5: Audits:** The accounts of BHM shall be audited when required by generally accepted accounting practices (GAAP) for nonprofit corporations. Such audits shall be made by a competent, certified public accountant of recognized standing who is not an officer or Director of BHM. Upon written request, audit reports shall be made available to BHM members and to any appropriate judicial authority.

## **Article IX: Corporate Seal**

The official seal of BHM shall describe the name of the organization.

## **Article X: Dissolution of the Corporation**

**Section 1: Dissolution Rule:** Following an affirmative vote in favor by two-thirds (2/3) of BHM's membership, the Board shall call a special meeting for the sole purpose to voluntarily dissolve BHM. At that time all assets and funds, along with all minutes and records, shall be promptly transferred into the custody of an organization or agency designated by the Board as authorized under the laws of the State of South Carolina. In applying this rule, every attempt will be made to satisfy BHM's mission.

**Section 2: Optional Rule:** In the event no Board of Directors exists, or the Board refuses or fails in a reasonable period to dissolve BHM, any officer or member may petition the Circuit Court of South Carolina sitting for Beaufort County to dissolve BHM in a manner consistent with the above rule and in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## **Article XI: Amendments**

Amendments to these Bylaws may be adopted at any meeting of the Board or by the general membership at which a quorum is declared present, provided appropriate notice of the proposed amendment is provided to all members of the Board or to the general membership, as applicable, by U. S. mail or electronically at least ten (10) calendar days prior to said meeting. Amendments to these Bylaws require two-thirds (2/3) approval by those members present and voting. Such amendments take effect as stated in the original motion. At an Annual Meeting, the general membership may change any amendment approved by the Board.

**CERTIFICATION** These Bylaws are certified to have been adopted after electronic notice to the Board of BHM on November 8, 2024, and consideration and approval of the Bylaws at the duly called meeting of the Board on December 13, 2024.

John Warley, President

**Authenticated by:** Lewis Tabb, secretary