

BY-LAWS OF FORT MILL HISTORY MUSEUM

Article I: Legal Authority

The Fort Mill History Museum is chartered as a nonprofit corporation under and by virtue of the laws of the State of South Carolina, as contained in Chapter 31, Title 33 of the South Carolina Nonprofit Corporation Act of 1994. In accordance with the Internal Revenue Code of 1986 Section 501(c)(3), the purposes of this corporation are limited to educational and public, not-for-profit activities. The Museum has been assigned a Federal Tax Identification Number, or Employer Identification Number (EIN) 27-3465317.

Article II: Name and Location

Section 1: Official Name – Fort Mill History Museum

Section 2: Location – The principal office of the corporation and its registered agent shall be located in the Town of Fort Mill, York County, South Carolina.

Article III: Purpose

Section 1: Mission – The purpose of the corporation is to promote the collection, preservation, educational interpretation and display of those artifacts, documents and events most representative of Fort Mill history, its people and institutions and its cultural and economic development. Likewise, the primary goal is to preserve Fort Mill's heritage for the benefit of present and future generations.

Section 2: Restrictions – No activity of the corporation shall support political campaigns on behalf of any candidate for public office; restrict membership on the basis of race, religion, gender or national origin; or do anything to disqualify its tax-exempt status pursuant to the Section 170(c)(2) of the Internal Revenue Code.

Article IV: Membership

Section 1: Eligibility – Any person expressing an interest in the preservation and promotion of Fort Mill history shall be eligible for membership in the corporation.

Section 2: Membership Fees – Membership shall be for a period of twelve months, commencing with the month in which the membership fee is received. Categories of membership and fees may change from time to time as determined by the Board of Directors.

Section 3: Honorary Life Member – Upon motion and approval by the Board of Directors, an Honorary Life Membership may be conferred upon a member or non-member who has rendered singular and extraordinary service to the Fort Mill History Museum. Honorary Life Members shall enjoy all privileges and benefits of regular members without further payment of individual annual membership fees.

Article V: Board of Directors

Section 1: Governance – The business, property and programs of this corporation shall be managed and controlled by a Board of Directors consisting of not less than twelve (12) and not more than twenty-one (21) duly elected voting members. The Board of Directors retain those powers granted under South Carolina General Statutes which permit all necessary and convenient actions to affect all the approved purposes for the Fort Mill History Museum.

Section 2: Executive Committee – The Executive Committee shall consist of the current Officers of the Board, and may include the immediate Past Chairman and the Executive Director as ex-officio members. This committee shall meet as the need occurs to carry out tasks outlined in the Board’s Policy Manual and any other specific tasks assigned by the Board. In addition, the Executive Committee shall develop an annual work plan; conduct an annual written performance review of the Executive Director, with recommendations to the Board of Directors; and review and update at least annually the Museum’s Policy Manual and its procedures.

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. Actions taken by the Executive Committee shall be subject to review and final approval by the Board of Directors.

Section 3: Terms of Office – Directors elected at Annual Meetings shall serve a term of three (3) years and the Board shall maintain staggered terms of service for each third of its membership. A full term commences with the date of election and ends at the subsequent third Annual Meeting of the corporation. Directors are limited to two consecutive three-year terms with an ineligibility period of one year following the expiration of the second full term. This period may be waived, and the Director may be permitted to serve through this period in the absence of a qualified replacement Director. Each Director must remain a member in good standing through the entire term of office.

Section 4: Vacancies – Vacancies which occur on the Board shall be filled by the Board of Directors upon recommendation of the Chair for the remaining, unexpired term of an absent Director. Such appointments commence on that date and end at an appropriate and subsequent Annual Meeting of the corporation. Such Directors appointed for a term of less than two years shall then be eligible for an additional two full terms as defined in these By-Laws.

Section 5: Ex-Officio Board Members – The Museum Director, as manager of the museum’s operations, shall serve as a nonvoting, ex-officio member of the Board of Directors and Executive Committee. It is, therefore, a responsibility of the Board to periodically publish those policies which set forth personnel rules, duties, responsibilities and compensation of the Museum Executive Director, as well as for other temporary and permanent staff and volunteers. Under certain circumstances, as determined by the Board, individuals and representatives of local agencies and civic groups may be invited to advise the Board for a specific period of time as nonvoting, ex-officio members.

Section 6: Meetings and Notice – At a minimum, regular meetings of the Board of Directors shall be held at least each calendar quarter according to a schedule announced by the Board Chair at the Annual Meeting. Special-called meetings of the Board shall be held at the discretion of the Board Chair, by a majority vote of the Board of Directors, or upon written request by ten (10) percent of the membership. Notices for such special meeting 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 with, thereafter, a simple majority vote required for action on motions. Each duly elected Director shall have one vote. Proxy voting shall not be permitted.

Section 8: Attendance Rule – Each Director is expected to attend all regularly scheduled and special-called meetings of the Board. Those members with two consecutive, unexcused absences as determined by the Board Chair may be removed from the Board of Directors by a simple majority vote after a quorum is declared present.

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

Section 10: Commitment and Ethics Rule – Each Director must maintain a high commitment to the stated mission and goals of the Fort Mill History Museum, 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”. Those Directors brought into question under this rule shall have a hearing before a special committee of the Board and, when their behavior is judged to be in conflict with the AAM Code of Ethics or incompatible with the best interest of the corporation, shall be removed from the Board of Directors.

Article VI: Meetings

Section 1: Annual Meeting – An annual meeting of the membership shall be held in January of each year with no less than fourteen (14) days and no more than twenty-one (21) days published notice of the place, date and time. The business agenda shall include reports by the Board Chair, Secretary, Treasurer and Executive Director. Other items include the election of Directors and Officers, and such other actions as may be necessary and properly presented according to these By-Laws. Any member may submit the name of a prospective Board Member for consideration by the Board, with the understanding that the total number of the Board may not exceed 21, and that from time to time, it might be necessary for new Board Members to be assigned differing terms in order to satisfy Article V-Section 3.

Section 2: Rules of Order – Robert’s Rules of Order (current edition) shall be followed in all meetings of the corporation and its committees, unless otherwise modified herein by these By-Laws. The Board Chair may appoint a non-officer Board Member to serve as Parliamentarian.

Article VII: Officers

Section 1: Officers – Officers of the corporation shall include a Board Chair, a Vice Chair, a Secretary and a Treasurer. All officers must be duly elected from among voting members of the Board of Directors. No individual shall concurrently hold more than one office.

Section 2: Election and Term of Office – Election of officers shall occur each year during the Annual Meeting, following recommendations from a Nominating Committee appointed by the Board Chair. Each officer shall serve for a period of one year. Any vacancy shall be filled upon the recommendations of any Board Member and approval of the Board of Directors. With the concurrence of the Board of Directors, it shall be possible for an officer, otherwise qualified as a director under the terms of Article V-Section 3, to be nominated and elected to serve in the same or a different office for an additional year.

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

Section 4: Duties of the Vice Chair – Upon disability or absence of the Board Chair, the Vice Chair shall perform the duties of the Board Chair and such other duties as may be assigned by the Board of Directors. The Vice Chair 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 of Directors, maintain records of committee meetings, oversee the maintenance of membership lists, provide for the safe keeping of all official contracts and records of the corporation, and publish notices of scheduled meetings as required in these By-Laws.

Section 6: Duties of the Treasurer – The Treasurer shall be responsible for the prompt deposit of all receipts, an accurate accounting of income and expenditures, and shall present a written financial report to the Board of Directors at monthly or at least quarterly meetings. The Treasurer shall maintain the financial records of the corporation using acceptable accounting practices and 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 the corporation with honorary titles as it may deem prudent to advance the mission and goals of the Fort Mill History Museum, Inc. Such honorary titles shall not carry any obligations, powers or duties within this corporation.

Article VIII: Standing and Special Committees

Section 1: Membership Committee – This committee shall have a responsibility to identify and encourage others to join the Fort Mill History Museum, and keep the membership informed about ongoing activities. Therefore, an important function of this committee, or its subcommittee, shall be to periodically publish a newsletter, brochures and related promotional materials.

Section 2: Finance Committee – This committee shall have a responsibility to advise the Board on appropriate budgeting and accounting practices as a nonprofit corporation. Other functions of the Committee shall be to propose an annual budget, monitor income and expenditures and recommend an auditor to conduct the annual audit as specified in these By-Laws. The Treasurer of the corporation shall serve as a voting member of this committee.

Section 3: Property & Facilities Committee – This committee shall assist staff, officers, Directors and the Executive Director with the acquisition and maintenance of corporate properties and facilities and conduct an annual equipment inventory. The committee shall also submit recommendations to the Board on leases, licenses, insurance, real property purchases and similar related matters.

Section 4: Acquisitions & Collections Committee – This 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.

Section 5: Nominating Committee – The Board Chair shall appoint a nominating committee each year prior to the Annual Meeting to develop a proposed slate of officers and directors for the coming year.

Section 6: Special Committees – Administrative, managerial, advisory and special project committees may be established by the Board Chair as deemed necessary for the efficient operation of the museum. Each committee thus created shall advise the Board of Directors and the Executive Director on matters related to achieving the stated mission and goal of the Fort Mill History Museum.

Section 7: Committee Membership – The Board Chair shall appoint committee membership from among the corporation's members and designate the chair of each committee thus appointed, unless stipulated otherwise in these By-Laws. The Museum's Executive Director, or a designee, may serve as a nonvoting, ex-officio member of all standing committees. Committee Chairs shall be responsible for recording minutes of each meeting and providing a copy to the corporation Secretary.

Section 8: Terms of Committee Membership – Members of standing committees shall serve one year or until the next Annual Meeting of the corporation, whichever occurs first. At the discretion of the Board Chair, members of Standing Committees may continue to serve until a successor is appointed. Members of Special Committees shall serve for one year or less, as specified when the committee is established.

Article IX: Finance

Section 1: Fiscal Year – The corporation’s financial year shall commence on the first day of January and end on the thirty-first day of December each calendar year.

Section 2: Funds & Property – All funds and property held by the corporation 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 published corporation “Guidelines for Donations”. Each officer, employee, volunteer or its agent, having custody of funds or property, is to be covered by an appropriate fidelity and forgery insurance bond carried at the expense of the corporation.

Section 3: Records & Reports – Finances of the corporation shall be maintained in accordance with generally accepted accounting principles and its records shall be kept in such manner as to facilitate the preparation of quarterly financial reports for the Board of Directors and membership.

Section 4: Deposits & Disbursements – All cash, restricted and reserve funds of the corporation shall be deposited in banks or depositories under the name of Fort Mill History Museum. Any and all disbursements from such accounts shall be made only by checks or similar money orders signed by the Treasurer or Museum Executive Director and another designated person. Only banks or depositories that are members of the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corp may be used, unless the Board of Directors consents to use another investment or depository.

Article X: Corporate Seal

The official seal of the corporation shall consist of the words “Fort Mill History Museum” and South Carolina inscribed within concentric circles with the words “Corporate Seal” inscribed inside the innermost circle.

Article XI: Dissolution of the Corporation

Following an affirmative vote in favor by two-thirds (2/3) of the corporation membership, the Board of Directors shall call a special meeting for the sole purpose to voluntarily dissolve this corporation. 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 of Directors. In this rule, every attempt will be made to satisfy the corporation’s mission.

Article XII: Amendments

Amendments may be adopted at any meeting at which a quorum is declared present, provided appropriate notice of amendment is provided to all Board Members at least ten (10) days prior to said meeting. Amendments to these By-Laws require two-thirds (2/3) approval by those Board Members present and voting. Such amendments take effect as stated in the original motion.

June 28, 2011

June 5, 2012

March 24, 2015