

## **CORPORATION BYLAWS**

### **ARTICLE I: NAME**

The name of this organization is the World Affairs Council of Charleston, a South Carolina nonprofit Corporation. The Council is an affiliate of the World Affairs Councils of America.

### **ARTICLE II: CORPORATION PURPOSE**

Section 1: Purpose. The purpose of this Corporation is to carry on educational and cultural activities in the Greater Charleston community in the general area of international relations and in the study and understanding of American foreign policy and world affairs. The Corporation shall not advocate any partisan policy or action, carry on propaganda, attempt to influence legislation, or intervene in any political campaign on behalf of any candidate for public office.

Section 2: The Corporation shall engage in its stated functions within the community without regard to age, race, creed, gender, national orientation, physical handicap or sexual orientation.

Section 3: The Corporation shall operate in a manner consistent with the qualifications for a corporation organized under Section 501(c)(3) of the Internal Revenue Code of 1986 or any successor provision thereof.

### **ARTICLE III: BOARD OF DIRECTORS**

Section 1: Authority. The authority of the Corporation is vested in and exercised by a Board of Directors composed of not more than 18, nor fewer than 12, members in good standing, which will be responsible for membership requirements and corporate affairs.

Section 2: Election. Each Director shall be elected for a three (3)-year term by the membership as hereinafter provided in these Bylaws. Insofar as it is possible, one-third (1/3) of the Board shall be elected each year. A Director (with the exception of the current Chairperson for Programs) may serve no more than three (3) consecutive full terms. The current Chairperson for Programs may be elected for consecutive one-year terms until such time as he either resigns or is removed, whichever occurs first.

Section 3: Immediate Past President. At the conclusion of his/her term(s) of office, the outgoing President may remain as a member of the Board. If the Immediate Past President position on the Board shall become vacant, no appointment will be made to fill the unoccupied position.

Section 4: Vacancies. Vacancies on the Board of Directors (except that of the Immediate Past President) occurring between Annual Meetings of the membership, may be filled by a vote of the Board of Directors from the current membership in good standing, and such person so appointed shall hold office for whatever time is remaining in the vacated three-year term, after which that person may be re-elected at the next Annual Meeting to a full three-year term by the membership. In no event shall that person hold office for more than nine years.

Section 5: Director Terms. The terms of office of the Directors shall begin immediately with their election at the Annual Meeting and shall continue until the expiration of their respective terms at a subsequent Annual Meeting.

Section 6: Duties. The Board of Directors shall plan the general policies and activities of the organization. The Board shall delegate the execution of the day-to-day affairs of the organization to the President and Executive Committee of the organization. The President shall be the chief executive officer of the organization, and all other officers and committees shall report to him/her.

Section 7: Remunerations. No Director or Officer of the Corporation shall receive any remuneration for services, except for approved reimbursement of expenditures on behalf of the organization.

Section 8: Meetings. Regular meetings of the Board of Directors shall be held at least quarterly, with the first meeting of the new full Board occurring as soon as possible after the Annual Meeting of the membership at which new Board members are elected. Special meetings of the full Board of Directors may be called by the Chair or by action of a quorum of the Executive Committee, upon five (5) days' notice to all members of the Board of Directors.

Section 9: Quorum. One third (1/3) of the Board members in office at the time of a meeting shall constitute a quorum for transacting business. No proxies will be permitted to count toward this quorum.

Section 10: Termination. At any regular or special meeting of the Board of Directors, if any member deems the conduct of another Board member to be inimical to the purposes of the Corporation, such member may introduce a motion to suspend the offending Director. A motion to suspend shall pass by a simple majority. A Board member, having been suspended, shall be notified by the Secretary of such suspension. The suspended member may appeal his suspension by written request to the President or Secretary within fifteen (15) days of mailing of the notice of suspension. If no appeal is made, the suspended member shall be deemed terminated from the Board at the end of the fifteen (15) day period. If an appeal is made, it shall be heard at the next regular meeting of the Board, or at a special meeting of the Board if sufficient members request a special meeting. At such meeting, termination shall require three-fourths (3/4) of the Directors voting for termination.

Section 11: Attendance. Any Director who fails to attend four consecutive properly called regular or special meetings of the Board of Directors shall be terminated and his position declared vacant unless the Board determines valid extenuating circumstances for the absence. The Board shall act to fill the vacancy as called for in Section 5 of this Article.

## **ARTICLE IV: EXECUTIVE COMMITTEE**

Section 1: Formation. An Executive Committee of the Board of Directors shall be formed of members of the Board of Directors and shall be composed of all the current elected Officers of the Corporation and shall report to the President. Any three of the Corporation Officers shall constitute a quorum of the Executive Committee. The Executive Committee shall serve for the same elective year as the current officers.

Section 2: Authority. The Executive Committee shall have the authority and responsibility to carry out the affairs of the Corporation in the name of the Board of Directors between meetings of the Board, and the Board at its next meeting shall ratify any action taken by the Executive Committee.

Section 3: Meetings. The Executive Committee shall be considered technically in continuous session. Meetings of the Executive Committee may be called at any time at the request of the President alone, or at the request of any two (2) of its members. The Executive Committee may meet either in person or through any available interactive technology if necessary, with the Secretary or another Executive Committee member to provide a summary of actions to be later approved by each member participating in the action.

## **ARTICLE V: OFFICERS**

Section 1: Officerships. The five (5) Officers of the Corporation shall consist of a President, a Vice President, a Chairperson for Programs, a Treasurer, and a Secretary, all of whom must be members of the Board of Directors.

Section 2: President. The President, who shall also be Chair of the Board of Directors, shall be the chief executive of the organization. The President, unless the Board of Directors specifically authorizes some other person, shall sign all legal documents (except as provided herein for checks and drafts). The President may appoint an individual or a committee to review the financial affairs of the organization. This may be in the form of a review or audit. He/she shall perform all the duties incident to this office and shall perform such other duties as the Board of Directors may authorize.

Section 3: Vice President. The Vice President, except as may be specifically limited by the Board of Directors, shall perform the duties of and have the responsibilities of the President in the absence or disability of the President. He/she shall perform such other duties and have such other responsibilities as the President or the Board of Directors shall designate.

Section 4: Chairperson for Programs. The Program Chairperson shall have the responsibility, with assistance from a committee, of arranging programs for the organization and, following consultation with the President, shall make all necessary agreements in writing with speakers, including possible honoraria and travel expenses. He/she shall also perform such other duties and have such other responsibilities as the President or the Board of Directors shall designate.

Section 5: Treasurer. The Treasurer, with the approval of the Board of Directors, shall have the care and custody of the money and other funds of the Corporation, and shall have and exercise, under the general supervision of the Board of Directors, all the responsibilities and duties incident to the office. The Treasurer shall deposit all funds, may endorse for deposit or collection

all checks and notes payable to the Corporation, may accept drafts on behalf of the Corporation, shall keep accurate books of the accounts of the organization, and shall report to the Board and membership as directed by the Board. He/she shall be subject at all times to the inspection and control of the Board of Directors, which will prepare, as necessary, specific rules for the handling of funds and reporting of funds to the Board. The Board of Directors may cause the Corporation to bond the Treasurer from time to time.

Section 6: Secretary. The Secretary shall keep accurate minutes of all meetings of the Members, Board of Directors, and Executive Committee, and shall perform all the duties incident to the office. The Secretary shall have the care and custody of all Legal Documents for the Corporation. He/she shall perform such other duties and have such other responsibilities as the President or Board of Directors shall designate. Unless designated by the President to another person, the Secretary shall prepare and send the required notices to the Membership for meetings and other information.

Section 7: Election. For the purpose of electing officers of the Corporation, the appointed Nominating Committee shall prepare a slate of officers for the ensuing membership year, which slate it will present to a meeting of the Board of Directors, as soon as possible after the Annual Meeting at which the new Board Members are elected. By simple majority vote of the Board attending, the Officers will be elected by the Board. All Officers shall be members of the Board.

Section 8: Terms. All Officers shall be elected annually by the Board for a term of one (1) year, shall begin their respective terms upon election, and shall serve until their respective successors are elected.

Section 9: Resignation. Any Officer may resign at any time by giving written notice to the President. The resignation shall take effect at the time specified in the notice and acceptance of the resignation shall not be necessary to make it effective. If the resignation applies to the officership only, the Board shall then elect another member of the Board as a replacement Officer.

Section 10: Succession. For purposes of succession, if the President should vacate that office for any reason, the Vice President shall preside over the Board of Directors and Executive Committee until the Board elects a new President, who shall then serve out the unexpired term of that vacated office.

Section 11: Removal. The Board of Directors may remove any Officer from office, with or without cause, whenever in its best judgment the interests of the organization will be well served by such action, in which case the rules that apply to an Officer's resignation shall apply to the vacated office.

## **ARTICLE VI: COMMITTEES**

Section 1: Establishment. The Board of Directors shall establish such permanent and temporary committees as are deemed necessary for carrying on the work of the organization. The permanent committees shall be established or re-established as soon as possible after the election of Officers for the ensuing program year. The Permanent Committees will create a vision and mission statement for their committees and review them on an annual basis. The Permanent Committees are the following:

- Program Committee
- Membership Committee
- Communications and Marketing Committee
- Educational Outreach Committee
- Development Committee

Section 2: Committee Chair. The President shall appoint the Chair of each permanent and temporary committee for a one-year term, after the member's agreement to serve as the Chair. Each Chair shall appoint other members of the organization to the respective committee. Each committee so formed will report to the President.

Section 3: Committee Membership. Any member of the organization in good standing shall be eligible to serve as a member of one or more committees, and service thereon shall be voluntary.

Section 4: Ex-Officio Member. With the exception of the Nominating Committee, the President shall be considered an ex-officio member of each permanent and temporary committee, with voting rights.

Section 5: Nominating Committee. The President shall appoint a member in good standing as Chairperson of the committee. The Chairperson shall choose 3 other members in good standing to serve as the Nominating Committee each year, for the purpose of nominating officers and directors for the organization.

## **ARTICLE VII: ADVISORY COUNCIL**

Establishment. There may be established by the Board of Directors an Advisory Council of the Organization, composed of persons who are organization regular members of long standing, or who are honorary members. The Council shall have such functions as may be determined by the President and Board of Directors.

## **ARTICLE VIII: MEMBERSHIP**

Section 1: Categories. The membership of the organization shall be composed of different categories, including but not limited to the following: Individual, Couple, Young Professional (under 40), Corporate Sponsor; Academic Institution, and Honorary. Honorary members will be appointed by the Board and will be exempt from paying dues and shall have no vote. The Board will establish the qualifications and rights for each category of membership, and the annual dues payable by each category.

Section 2: Annual Meeting. There shall be an Annual Meeting of the membership of the organization, usually held during the last general membership meeting of the program year in

May, but no later than the end of June of that year. Such Annual Meeting may transact any business that may come before it and shall include the election of Directors.

Section 3: Annual Meeting Notice. The Secretary shall send a Notice of the Annual Meeting to all members of the organization at least fifteen (15) days before the day of the Annual Meeting. The Notice shall contain notification of any actions required to be voted on by the membership, including the slate of new Directors to be voted on for the upcoming new year.

Section 4: Election of Directors. At the Annual Meeting, the membership shall elect the Directors to replace those whose terms are expiring. In each such election, the candidate(s) receiving a plurality of the votes shall be elected. No proxy voting will be permitted at the Annual Meeting. Members shall be invited to submit recommendations to the Nominating Committee no later than four weeks prior to the Annual Meeting.

Section 5: Quorum and Voting. Fifteen percent (15%) of the voting members in good standing shall constitute a quorum at any meeting of the membership. Each member shall have one vote; Corporate Sponsors, Academic Institutions and Honorary members shall have no vote.

Section 6: Membership Year. The fiscal year shall begin July 1 of each calendar year and end on June 30 of the following year. The dues statements shall normally be mailed in August and the membership and program years shall normally begin in September.

Section 7: Chairperson for Membership. The Chairperson for Membership shall maintain a current list of the membership and payments of current dues or may delegate such duties to others, if approved by the Board.

#### **ARTICLE IX: FINANCIAL MATTERS**

Section 1: Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2: Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to a specific instance.

Section 3: Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by one (1) of the following Corporation Officers: the President; the Treasurer; or the Secretary, each of whom shall have signatory authority established with the bank. The Board shall establish by resolution, from time to time, the amount(s), if any, for which written authorization by two of these Officers is required. An Officer of the Corporation shall approve all bills or invoices to the organization in writing before payment is made.

Section 4: Deposits. All funds of the Corporation not otherwise employed shall be deposited by the Treasurer, or other person designated by the President, to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may direct.

Section 5: Special Funds The Board may from time to time designate Reserve Funds which may not be used as Operating Funds without the 2/3 vote of the Board. The Board may specify a special purpose for using the income from Reserve Funds.

#### **ARTICLE X: INDEMNIFICATION**

Right of Indemnity. The Corporation shall indemnify each Director, Officer, committee member, employee or other agent of the Corporation who is a party to or is threatened to be made a party to any proceeding, including a proceeding by or in the right of the Corporation, by reason of the fact that such person is or was a Director, Officer, committee member, employee or agent of the Corporation, against all expenses and liabilities actually and reasonably paid or incurred in connection with such proceeding to the maximum extent permitted by the South Carolina Nonprofit Corporation Act.

#### **ARTICLE XI: AMENDMENTS**

Amendments. These Bylaws, initially approved by the Board of Directors and the membership and below certified, may be amended or repealed from time to time at any regular meeting of the Board of Directors, or at a special meeting of the Board called for that purpose. Fifteen (15) days advance written notice must be given to the Board, along with content of any proposed changes (additions, amendments, or deletions), and any such additions, amendments or deletions must be agreed upon by a simple majority of the Directors present or represented by a written proxy. The members shall be notified of any approved provisions or changes to the Bylaws.

Originally adopted by the Board on December 4, 2002

Approved by the Membership on January 30, 2003

#### **AMENDMENT DATES:**

No. 1: April 25, 2011

No. 2: May 14, 2013

No. 3: May 14, 2013

No. 4: May 14, 2013

No. 5: December 14, 2015

No. 6: June 6, 2016

No. 7: May 3, 2017

No. 8: May 3, 2017

No. 9: September 3, 2018

No. 10: September 21, 2023