

## **BYLAWS OF THE DATAW HISTORIC FOUNDATION, INC.**

### **ARTICLE I – NAME**

Section 1.01 The name of this organization is the Dataw Historic Foundation, Inc.

### **ARTICLE II – STATUS**

Section 2.01 The Foundation is unique in its relationship with the Dataw Island Owners Association (DIOA) in that both share responsibility for preserving Dataw's rich history. DIOA has Stewardship responsibility to the State of South Carolina for all of Dataw's historic sites and DHF has been designated by DIOA as Custodian for all historic structures, artifacts, and archives.

Section 2.02 The Foundation is a registered 501(c)(3) non-profit organization

### **ARTICLE III - PURPOSE**

Section 3.01 The purpose of the Foundation is to foster the rich Sea Island plantation history of Dataw Island and to be the custodian of Dataw's entire history, from prehistoric days to the present.

Section 3.02 Foundation Tasks

1. Collect, record and preserve artifacts and documents related to the history of Dataw Island.
2. Maintain, preserve and enhance historic sites and structures on Dataw Island. Advise DIOA of all preservation funding requirements and supervise preservation work with their oversight.
3. Gain broad awareness of and pride in, the Island's rich antebellum history among current residents and their guests, prospective new residents, Dataw Club members, educational groups and interested historians.
4. Maintain and operate the Foundation's History and Learning Center (H&LC) as the headquarters for DHF and sustain it as the focal point for all Dataw Island historical research, displays, ruins tours and history-related educational pursuits. The H&LC will serve as the storehouse for all historical artifacts and archives.

## **ARTICLE IV – MEMBERSHIP**

### Section 4.01 Composition

Membership in the Foundation is open to property owners on Dataw Island or members of the Dataw Island Club. A person who is current in payment of membership dues established by the Board of Directors is a member.

### Section 4.02 Special Memberships

Lifetime Members: Those who have shown a long-term commitment to DHF and whose contribution to DHF is \$5,000 or more as recognized and approved by the Board of Directors.

Friends of DHF: Those who have made a significant impact to or have a special connection to DHF as recognized and approved by the Board of Directors.

Honorary Members: Limited to those with an ancestral connection to Dataw Island. Includes Sams family descendants and/or family descendants of other prior owners of Dataw Island. Such members are recognized and approved by the Board of Directors.

## **ARTICLE V – DUES**

### Section 5.01 Dues

The Board of Directors shall have the authority to fix the amount of dues required for membership in the Foundation.

## **ARTICLE VI – OFFICERS**

### Section 6.01 Officers

The officers of the Foundation shall be President, Vice President(s), Recording Secretary, Corresponding Secretary and Treasurer.

### Section 6.02 Nomination

In November of each year, thirty days prior to the December meeting of the Board of Directors, the President shall appoint a nominating committee consisting of three Foundation members to prepare a slate of nominees for Officers. The nominating committee shall present the slate for a vote at the December meeting of the Board of Directors.

### Section 6.03 Election

The Officers shall be elected at December meeting of the Board of Directors by a majority vote of those present.

### Section 6.04 Terms of Office

Officers shall be elected for a term of two years with an option to be nominated for one additional two year term. Officers will assume their duties at the first meeting of the new year.

### Section 6.05 Duties of the Officers

President: The President shall be the chief executive officer of the Foundation, subject to the approval of the Board of Directors and under the oversight of the DIOA. The President shall, in general, supervise all of the affairs and business of the Foundation. The President shall be a member ex-officio of all standing committees except the Nominating Committee and may appoint other committees, as necessary, to carry out the programs of the Foundation.

Vice President: The Vice President(s) shall assist the President in the discharge of his/her duties and shall preside in the absence of the President. The Vice President(s) shall perform all functions and duties incident to the office of Vice President and other tasks as may be assigned by the President or the Board of Directors.

Recording Secretary: The Recording Secretary shall record minutes of the proceedings at the meetings of the Foundation Board of Directors. The Recording Secretary shall provide the President, the General Manager of the DIOA and DIC and Board members with copies of the minutes of these meetings and maintain copies of all proceedings in the Foundation files.

Corresponding Secretary: The Corresponding Secretary shall conduct any correspondence of the Foundation as directed by the President or the Board and will be the official Board contact with Special Members.

Treasurer:

1. The Treasurer shall be the custodian of the funds of the Foundation.
2. The Treasurer shall authorize payments in accordance with the budget as approved by the Board of Directors. Expense not provided for in the budget shall be incurred and paid only upon authorization of the Board of Directors. Any payment in excess of \$500.00 shall require the approval of either the President or the Vice President(s).
3. The Treasurer shall keep full and accurate accounts and shall present financial statements at the regular meetings of the Board of Directors.
4. The Treasurer shall receive and give receipts for moneys due and payable to the Foundation's name in banks and other depositories authorized by the Board of Directors and, in general, perform all other tasks as assigned by the President.
5. The Treasurer will file all the necessary government papers as required for a non-profit organization.
6. In November of each year, the Treasurer shall have the books and financial records ready for review by the Audit Committee. In January of each year, the books and records should be ready to be turned over to the new Treasurer.

Section 6.06 Vacancies:

The Board of Directors shall fill vacancies of any Officer by selecting a current member of the Board of Directors. The person filling the vacancy shall serve the remainder of the unexpired term.

**ARTICLE VII – BOARD OF DIRECTORS**

Section 7.01 Number, Term and Eligibility

The Board of Directors shall consist of the Officers and Directors who will be chairs of the Standing Committees listed below and they will be elected for a term of two years with an option to be nominated for additional terms. There can be up to five “at large” Directors elected for two-year terms. There shall be an ex-officio non-voting Director from the DIOA who shall be the President of the DIOA or a designee and there may be another non-voting Director as Technical Advisor.

Section 7.02 Duties

The business affairs of the organization shall be under the management and control of the Board of Directors with oversight by DIOA.

The Board of Directors shall consider proposals and make decisions relating to funds and programs of the Foundation. The Board of Directors must request and gain approval and funding from DIOA for any major preservation projects affecting historical properties on Dataw Island.

The Board of Directors shall have the power to interpret the Bylaws. The Board of Directors shall also have the power to amend the Bylaws.

The Board of Directors shall prepare a budget in September for the next year which may include a request for funding from DIOA.

The duties of At-Large Directors shall be as follows:

1. At-Large Directors shall serve for a minimum of two months, as a member of each of the seven Standing Committees. It shall be an obligation of each committee chair to mentor the At-Large Director during their time on that committee. The President shall determine the order and length of rotation.
2. At-Large Directors shall prepare a written summary of their experiences, observations and questions and submit these to the President and the respective committee chair at the conclusion of each committee rotation.
3. At-Large Directors are expected to attend all scheduled meetings of the Foundation Board and to fully participate in the work of the Board as a voting member.

#### Section 7.03 Meetings

The Board of Directors shall meet monthly, except during the months of June, July and August.

Special meetings of the Board of Directors may be called by the President with a minimum of one week advance notice.

All meetings of the Board of Directors are open to general membership. The Board of Directors may close a Board meeting with a two-thirds affirmative vote.

#### Section 7.04 Quorum

Sixty percent of the members of the Board of Directors constitute a quorum for the conduct of business. An affirmative vote of at least a majority of the members of the Board of Directors present shall be required in order to take action in the exercise of authority granted to the Board of Directors.

On occasion, a situation may arise when the Officers of the Foundation may have to act on behalf of the Board of Directors. Sixty percent of the

Officers shall constitute a quorum for the conduct of business. An affirmative vote of at least a majority of the Officers shall be required in order to take action. Such situation might arise when time is of the essence and a delay would not be in the best interests of the DHF.

#### Section 7.05 Resignation of Directors

A Director may resign at any time by delivering written notice to the Board of Directors, the President of the Board or the Secretary.. A resignation is effective when the notice is received unless the notice specifies a later date. If the resignation is effective at a later date, the Board of Directors may fill the pending vacancy provided that the successor does not take office until the effective date.

#### Section 7.06 Expulsion from the Board of Directors

A member of the Board of Directors may be expelled from the Board for willful violation of these Bylaws or for conduct unbecoming or detrimental to the good of the Foundation. Such charges may be filed by the President or by a member of the Board of Directors, in writing, to the Officers of the Foundation. Any Officer or Committee Chair, after due hearing, adjudged guilty of conduct injurious to the character or welfare of the Foundation, may be removed from office or expelled from the Board by two-thirds vote of the Officers present.

### **ARTICLE VIII – COMMITTEES**

#### Section 8.01 Standing Committees

A. The Standing Committees shall include the following:

Membership: This Committee shall be responsible for maintaining and increasing the membership of the Foundation. It shall be responsible for the annual membership appeal and for the creation and maintenance of a data base with pertinent information about the membership necessary for the operation of the Foundation.

Special Events & Fund Raising: This Committee shall have responsibility for raising funds other than those of membership, including staging events such as the annual Oyster Roast, Raffle, Low Country Boil and other activities which may be organized for the purpose of raising funds to achieve the Foundation's mission.

History: This Committee shall be responsible for researching, verifying and ensuring the accuracy of the historical properties on Dataw Island. It shall also have the responsibility for the preservation, maintenance and accessibility of the historical records, archives and artifacts of the Foundation. The Committee will serve as Curator of the History and Learning Center, with responsibility for maintaining the displays, scheduling and producing all museum programs and updating and expanding the datawhistory.org website. In cooperation with the Volunteer Committee, it shall prepare and present programs on Dataw's history as and when required.

Ruins Preservation & Grounds: This Committee shall be responsible for ensuring the preservation of all Dataw historical properties including the upkeep of roadways, signage, and landscaping of Dataw's historic ruins. It shall also be responsible for the maintenance of the Dataw Island History & Learning Center. Committee Chair (or his/her designee) shall also serve as liaison to the DIOA Common Grounds Committee.

Public Relations: This Committee shall have charge of all Foundation publicity, subject to approval of the Board of Directors, including development/placement of articles in publications; brochure and booklet creation; publicity on the websites of both Dataw Island and the Foundation. It shall also have responsibility for increasing awareness of the Foundation's work on Dataw through new marketing efforts.

Volunteer: This Committee shall be responsible for recruiting, training and scheduling of docents to staff the History and Learning Center. It shall also be responsible for the Foundation's outreach programs, including the scheduling and conduct of tours of the H&LC and Dataw's historic ruins.

Long Range Planning: This Committee shall be responsible for development of a long range “master plan” to help guide the Foundation with regard to its future operations. The Committee shall also be responsible for reviewing the Foundation's Bylaws and suggesting updates and/or amendments to the Board of Directors.

B. Each committee shall be headed by a member of the Board of Directors and shall include at least one additional committee member(s) who shall be members in good standing of the Foundation.

#### Section 8.02 Special Committees

Special committees may be appointed from time to time with approval of the Board of Directors. In appointing a special committee the President shall designate each committee's responsibilities and the term of each committee's appointment.

#### Section 8.03 Audit Committee

An Audit Committee composed of three members of the Foundation, none of whom shall be the Treasurer of the Foundation, will be appointed by the President. This Committee shall audit the books and accounts of the Treasurer. Audits may be made at any time, but at least one audit shall be in the 11<sup>th</sup> month of the fiscal year.

### **ARTICLE IX – FISCAL POLICIES**

#### Section 9.01 Fiscal Year

The fiscal year shall be from January 1 to December 31

#### Section 9.02 Accounts and Audits

The books and accounts of the Foundation shall be kept in accordance with sound accounting practices and shall be examined and reviewed by the Audit Committee during the 11<sup>th</sup> month of the fiscal year. A copy of the Audit Committee's report shall be available for review at the Board of

Director's meeting in January.

Section 9.03 Dissolution

In the event of the dissolution of the Foundation, its assets will be turned over to the Historic Beaufort Foundation.

**ARTICLE X – PARLIAMENTARY AUTHORITY**

Section 10.01 Parliamentary Authority

Roberts Rules of Order shall be the parliamentary authority for all matters of procedures not specifically covered by the Bylaws.

**ARTICLE XI – AMENDMENTS**

Section 11.01 Amendments

The Bylaws may be amended at a Board of Directors meeting attended by sixty percent of the Board members. An affirmative majority vote of members present is required provided that the proposed amendment has been received by each voting Board member at least two weeks prior to the date of the meeting at which the proposed amendment will be considered.