

BYLAWS
OF
THE FRIENDS OF THE LEXINGTON COUNTY MUSEUM

Article I

NAME

The name of this organization shall be The Friends of the Lexington County Museum (the "Corporation").

Article II

OFFICE

The principal office of the Corporation shall be in the County of Lexington, State of South Carolina.

Article III

ORGANIZATION

Section 1. The Corporation shall be a nonprofit organization established and operating in accordance with applicable South Carolina and Federal law, and in accordance with that Declaration of Trust by and between Sherron Bradford McFarland, as Donor, and Sherron Bradford McFarland, Maro Rogers, Hugh Rogers, Kelley Mintz, Phil Smith, Edie Harmon and Chuck Corley, as Trustees, dated November 4, 1997.

Section 2. The Corporation shall operate on a fiscal year basis, namely, from May 1 through April 30. Its period of duration shall be perpetual, unless terminated in accordance with Article XII.

Article IV

PURPOSE AND APPLICATION AND USE OF FUNDS

The purpose and application and use of funds of the Corporation shall be as set forth in that Declaration of Trust by and between Sherron Bradford McFarland, as Donor, and Sherron Bradford McFarland, Maro Rogers, Hugh Rogers, Kelley Mintz, Phil Smith, Edie Harmon and Chuck Corley, as Trustees, dated November 4, 1997.

Article V

BOARD OF TRUSTEES

Section 1.

(a) General. The members of the Board of Trustees shall be the governing body of the Corporation and therein shall be vested the entire management of the business and affairs of the Corporation. Said management authority shall be plenary and exclusive of any other authority. No such authority shall be vested in the membership of the Corporation.

Section 2. Membership and Composition of the Board.

(a) Number, Qualifications and Election. All Trustees shall be or become members of the Corporation. The total number of all Trustees shall not be less than three (3) members. The Trustees of the Corporation (with the exception of ex-officio Trustees) shall be nominated by the Nominating Committee of the Corporation and shall be elected and installed by the Board of Trustees of the Corporation at the annual business meeting in April.

(b) Ex-Officio Trustees. Certain persons shall, by virtue of holding other offices, serve as ex-officio members of the Board. There shall be two (2) ex-officio Board members who are as follows: (1) the Chairman of the Lexington County Museum Commission and (2) the Director of the Lexington County Museum. Ex-officio Board members shall be treated in all respects as elected members, except that they shall not enjoy the right to vote.

(c) Merit Members. A Merit Member is any member of the Board of Trustees who has given outstanding service and continued loyalty to The Friends of the Lexington County Museum but for an unforeseen reason is unable to continue in their duties on the Board. Individuals shall be recommended for this privilege by the Executive Committee and voted by the Board of Trustees. Merit Members may attend meetings of the Board of Trustees and shall be treated in all respects as elected members, except that they shall not be eligible to vote.

(d) Past Presidents. Past Presidents may serve as ex officio members of the Board of Trustees. They may chair special committees, make recommendations and offer service to the Board. Past

Presidents shall be treated in all respects as elected members and shall enjoy the right to vote.

Section 3. Terms, Vacancy, and Election.

(a) Terms. Elected members of the Board of Trustees shall serve for a three (3) year term and may be re-elected. A member of the Board who is appointed to fill a vacancy created on the Board shall serve for the remainder of the term of the previous member. Ex-officio members of the Board shall serve for the duration of his or her service in that office which establishes said member's eligibility for Board membership.

(b) Staggered Terms. It is the intention of these Bylaws to create staggered terms so that the membership term of only a portion of the Board will expire at any one time. The Executive Committee of the Corporation is, therefore, empowered to determine the length of terms of future Board members not to exceed three (3) years.

(c) All Board members shall serve at the discretion and pleasure of the Board.

(d) Vacancy. A vacancy on the Board shall be deemed to have occurred in the event of the death, resignation (voluntary or otherwise) of a Board member or the end of term of an elected or appointed member, or in the case of an ex-officio member, upon the end of the term of office which establishes said member's eligibility. A vacancy shall be filled by appointment of the Executive Committee, with written notice to all members of the Board of the Committee's action.

(e) Attendance. Elected members of the Board of Trustees are encouraged to attend all meetings and functions of the Friends of the Lexington County Museum. If a member has not attended at least one Board meeting or function during each year of the term of office, he (she) will be contacted by someone from the Nominating Committee to determine continued interest in serving on the Board.

Section 4. Authority of the Board. The Board of Trustees shall have full power and authority to manage the business and affairs of the Corporation, and to do all things which they may deem advisable in carrying out its purpose, including soliciting and receiving contributions, donations, and payments and investing and disbursing the Corporation's funds; provided, however, all action taken by the Board shall be strictly in compliance with the provisions of these Bylaws.

Section 5. Executive Committee. The Board may delegate such authority as it may deem

necessary to an Executive Committee, which shall be composed of the Officers of the Corporation. The Officers of the Corporation shall include the President, President Elect, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, and Immediate Past President.

Section 6. Delegation of Authority. The Executive Committee, upon written notification to the full Board, may name and delegate specific and limited duties to professionals, and may establish guidelines, and establish committees, in order to accomplish the purposes and implement the Bylaws of the Corporation.

Section 7. The Board of Trustees shall maintain (i), by means of the Treasurer, accurate and complete books and records of account; (ii) custody and responsibility for the property and funds of the Corporation; and (iii) control over the Corporation's bank account(s). The Executive Committee, with approval of the Board of Trustees, shall select a reputable certified public accountant to audit the Corporation's books of account at least once a year.

Section 8. The Executive Committee, upon approval of the Board of Trustees, shall select such bank(s) or other depository(ies) wherein shall be deposited and maintained all contributions, donations, and dues accepted by the Corporation.

Section 9. Upon the call of the President, or a majority of the members of the Board of Trustees, and upon prior notice in writing, by telephone call, or other electronic means, to all Trustees, the Board of Trustees shall hold regular and special meetings when and where they deem appropriate. A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business. The Board of Trustees shall act by majority vote of its members present at any said meeting. The Board of Trustees may hold a meeting by means of telephone conference call or other electronic means.

Section 10. The Trustees shall not be liable for loss to the Corporation, including any loss incurred on investment of the Corporation's funds, except in the event of intentional misconduct.

Section 11. The Trustees shall serve without compensation.

Article VI

MEMBERSHIP

Section 1. The mission and purpose of the membership shall be to enhance the Lexington County Museum through its duly appointed Commission, and to support, aid and assist the Commission in the improvement and expansion of the Lexington County Museum. Membership shall not, however, entail any rights or authority over the Board of Trustees. The Board of Trustees shall be vested with all responsibility and authority over the affairs of the Corporation.

Section 2. Membership in the Corporation shall be open to any individual or entity who or which (i) shares a common interest in and subscribes to the purposes of the Corporation and (ii) is accepted by the Board of Trustees following application and proper payment of membership fees.

Section 3. The categories and fees for Corporation membership shall be established by the Board of Trustees.

Section 4. Meetings.

(a) Annual Business Meeting. The annual business meeting of the members of the Corporation shall be held in April. The Officers and the Board of Trustees shall be elected and installed at the annual business meeting.

(b) Other Meetings. Other meetings of the Corporation membership may be called by the Board of Trustees from time to time in such manner and with such frequency as the Board shall deem necessary.

Article VII

OFFICERS

Section 1.

(a) General. The officers of the Corporation shall be elected by, and serve at the discretion of, the Board of Trustees. They shall be vested with such authority as the Board deems necessary for them to administer and implement duties, responsibilities, and directives in conformity with their respective offices.

They shall serve without compensation, although the Corporation may, at the discretion of the Board, reimburse officers for direct expenses incurred incidental to their service to the Corporation.

(b) Composition. The officers shall be members of the Board of Trustees, and shall be entitled President, President Elect, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, and Immediate Past President. The Officers constitute the Executive Committee.

(c) Election, Terms, and Vacancy.

(1) Elections.

(A) The officers shall be elected biennially by and from the Board of Trustees. All officers shall serve at the discretion of the Board.

(B) The date of elections and installation of officers shall be held at the annual business meeting in April. The procedure governing the officers and trustees shall be determined by the Board of Trustees as such determination may be consistent with these Bylaws, as amended from time to time.

(2) Terms.

(A) All terms of office shall be for a duration of two (2) years, and each shall terminate on April 30 of the second year of the two year term of the applicable fiscal year.

(B) An officer who is elected to fill a vacancy created by an officer who dies, resigns, or was otherwise unable to serve, shall serve the remainder of the term of the previous officer.

(C) The President shall, upon the termination of his or her term as President, serve a term as Immediate Past President.

(D) The President Elect shall, upon the termination of his or her term as President Elect, serve a term as President.

(E) The Vice President shall, upon the termination of his or her term, serve a term as President Elect.

(3) Vacancy. If any office becomes vacant at any time, the vacancy shall be filled by appointment of the Executive Committee, upon written or electronic notification to the Board of the action of the Executive Committee.

Section 2. The duties of the President, Immediate Past President, President Elect, Vice

President, Corresponding Secretary, Recording Secretary and Treasurer shall be as follows:

(a) **The President** shall be the chief executive officer of the Corporation, shall call meetings of the Board of Trustees, and shall preside at all such meetings as Chairman. The President shall, subject to the overall direction of the Board of Trustees, administer, supervise, and direct the Corporation's affairs and operations, and perform the duties normally associated with the office of the chief executive officer. Expenditures shall be made by the Corporation only upon written authorization of the President, or the President's designee, in accordance with the policies of the Corporation.

(b) **The Immediate Past President** and **The Vice President** shall perform such duties as from time to time may be assigned to him or her by the President or by the Board of Trustees.

(c) **The President Elect** shall perform the duties of the President in the absence of the President, or in the event of his or her death, inability or refusal to act; and when so acting, the President Elect shall have all the powers of, and be subject to, all the restrictions upon the President. The President Elect shall also be responsible for the maintenance of the Bylaws and shall present any proposed amendments at the annual business meeting, provided that written or electronic notice of these proposed amendments have been distributed to the Board of Trustees at least thirty (30) days prior to the meeting. The President Elect shall be responsible for the installation of the Officers and the Board of Trustees. The President Elect shall also perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees.

(d) **The Corresponding Secretary** shall: (i) coordinate and assume primary responsibility for the proper procedure in connection with the nomination and election of members of the Board of Trustees and officers of the Corporation; and (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(e) **The Recording Secretary** shall: (i) keep the seal of the Corporation, as well as the minutes of the proceedings of the Corporation and of the Board of Trustees in one or more books provided for that purpose. The Recording Secretary shall also maintain an attendance roster and shall present an attendance report to the Executive Committee during each quarter, and also at other times when requested by a member of the

Executive Committee.

(f) **The Treasurer** shall be the custodian of the funds of the Corporation, and shall cause such records and returns to be kept and filed as shall be required in conformity with applicable Federal and State laws. He or she shall see that the Corporation's books of account are audited at least once a year by a certified public accountant selected by the Executive Committee and approved by the Board of Trustees. The Treasurer shall have authority to deposit and disburse funds of the Corporation as such disbursements are authorized by the President in accordance with Paragraph (a) of this Section and the guidelines of the Corporation. The Treasurer may from time to time, upon approval by a majority of the Board of Trustees of the Corporation, invest portions of funds of the Corporation in accordance with the investment policy of the Corporation.

Article VIII

CHARTER MEMBERS

The following named individuals shall, in perpetuity, comprise the Charter Members (previously known as the Advisory Board) and shall have the privilege of attending all meetings of the Trustees, Executive Committee and/or membership, in order to provide advice and enlightenment to said bodies regarding the history, mission and purpose of the Corporation:

Caroline Bryson	Edie Harmon	Hugh Rogers
Mae Buzhardt	Horace Harmon	Maro Rogers
Chuck Corley	Mark Hendrix, D.P.A.	Phil Smith
*Leon Dasher	**Sherron Bradford McFarland	Frank Waites
John F. Fisher, Esq.	Kelley Mintz	Rose Wilkins

*Deceased

**Sherron “Connie” Bradford McFarland

Charter Members may serve as ex officio members of the Board of Trustees. They may chair special committees, make recommendations and offer service to the Board. Charter Members shall be treated in all respects as elected members and shall enjoy the right to vote.

Article IX

NOMINATING COMMITTEE

The Nominating Committee shall consist of the Immediate Past President, the Corresponding Secretary, as chairman, and one member appointed from the Board of Trustees. The Nominating Committee shall propose a candidate for each elective position to the Board of Trustees in March and voting and installation shall be held at the April meeting.

Article X

AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Trustees present, or voting by proxy, at the annual business meeting, provided the proposed changes have been delivered to all Trustees, by written or electronic notice, at least thirty days (30) prior to the date of the meeting. Any proposed amendments should be given to the President Elect no later than the January meeting.

Article X I

NOTICE

All members of the Board of Trustees and/or Executive Committee shall be entitled to ten (10) days' notice of any meeting of the Board and/or the Executive Committee, as applicable; provided, however, that a Trustee or officer may waive such notice in any of the following ways: (i) by submitting a signed waiver either before or after the meeting, (ii) by attending the meeting for other than the sole purpose of objecting to the meeting on the grounds that it is not lawfully called or convened, or (iii) by delivering an executed proxy designated for use at such meeting.

Article XII

DISSOLUTION

The Corporation may be dissolved, and its business and affairs terminated, by a two-thirds (2/3) vote of the Board of Trustees present, or voting by proxy, at a meeting of which published notice or written notice mailed to each member shall be given. Such notice shall state the purpose of the proposed meeting. A certificate stating such facts shall be filed with the Secretary of State. Upon dissolution of the Corporation, and after all its debts and expenses have been paid, all its assets which may be legally so distributed shall be distributed in conformity with the Corporation's Articles of Incorporation to the Lexington County Museum.

Approval And Signatures of Original Bylaws On December 2, 1997

IN WITNESS WHEREOF, we, being the initial members of the Corporation's Board of Trustees, do, by our signatures, indicate approval of the Bylaws, and do hereby ratify the same and hereunto affix our signatures on this 2nd day of December, 1997.

Sherron Bradford McFarland
Sherron Bradford McFarland

Maro Rogers
Maro Rogers

Hugh Rogers
Hugh Rogers

Kelley Mintz
Kelley Mintz

Phil Smith
Phil Smith

Edie Harmon
Edie Harmon

Chuck Corley
Chuck Corley

Merit Members

Mae Buzhardt

Louise Riley

Furman Younginer (deceased)

Bylaws Revised:

January 13, 2002

Article V, Section 3 (a) Terms. Changed the re-election period for Board members.

Article VII, section 1 (C) (A). Changed the eligibility of who can serve on the Board of Directors, to include candidates from the Board of Trustees and Advisory Board.

Article VII, Section 1(c) (2). Deleted this article, which stated that no officer may succeed himself or herself in the same office for more than one additional term. This section was deleted.

Added Article IX, Nominating Committee. Added Nominating Committee with criteria and duties.

November 17, 2008

Article V, Section 2 (C). Merit Members. Established Merit Members, with criteria, privileges, no voting rights, etc..

Article V, Section 3 (a). Terms. Modified to allow re-election of Board members.

Article V, Section 9. Added “or other electronic means to all Trustees”, to allow Board members to vote electronically.

Article VII, Section (c), (1), (A). Elections. Changed “elected annually” to “elected biennially.”

January , 2011:

Article V, Section 2 (a). Number, Qualification and Elections. Changed number of Board of Trustees from “not to exceed 23” to no limit on number of Trustees be allowed to serve on the Board.

August 20, 2018:

Article III. Organization. Section 2: changed fiscal year FROM January 1 through December 31 TO: May 1 through April 30.

Article V. Board of Trustees.

Section 2. Membership and Composition of the Board, (a): added: that elected Trustees will be nominated by the Nominating Committee and shall be elected and installed at the annual business meeting in April)

Section 2 (d): added item (d), which will allow past presidents to serve as ex officio members of the Board of Trustees, with the right to vote. .

Section 3 (a): changed term of Board of Trustees from 2 year term to 3 year term.

Section 3 (b): Staggered Terms: ...Added: the membership term of only a portion of the Board will expire at any one time

Section 3(e): added item(e) Added attendance and suggested attendance/participation in Friends organization

Section 5, Executive Committee. Listed the Officers who constitute the Executive Committee.

Article VI. Membership, Section 4: Revised this article (by giving a title to Section 4: Meetings; then added a new section (a): to state that April will now be the designated time of the annual/business meeting, and will include election and installation of Officers and Board of Trustees.

Added Section 4 (b) Other meetings

Article VII. Officers.

Section 1. (b), Composition: Stated that the officers listed in this article would constitute the Executive Committee.

Section 1, (C): Election, Terms, and Vacancy, (1), (B): Changed this article to the election and installation of Officers and Board of Trustees shall be held at the annual business meeting in April.
Section 1, (C): Election, Terms, and Vacancy: (2) Terms, (A): terms shall be for two (2) years, and shall terminate on April 30 of the second year of the two-year term.

Section 1, (C) Election, Terms and Vacancy (3) Vacancy: Added that notifications to the Board may be submitted by written **or electronic** notification.

Section 2, Duties of Officers...(c) President Elect: added that the President Elect shall be responsible for maintenance and presenting any proposed amendments to the Board of Trustees.

Section 2, Duties of Officers...(e) Recording Secretary: shall maintain an attendance roster and shall present an attendance report to Executive Committee during each quarter, and at other times as Requested by a member of Executive Committee

(Article VII. Officers. Section 2. (C), Housekeeping: in the first sentence of the proposed amendment: change the Board of Directors, to: the Board of Trustees)

Article VIII. Advisory Board. Changed this title to: Charter Members. Added : ...Charter members may serve as ex officio members of Board of Trustees and treated as elected members of the Board of Trustees, with voting rights.

Article IX, Nominating Committee: Added that the one member that comes from the Board of Trustees will be appointed by Executive Committee. Candidates for Nominating Committee be presented at the March meeting with election and installation being held at the April meeting..

Article X. Amendments. Revised this article to state that proposed amendments to the Bylaws would be presented and voted on at the April meeting,, provided that a 30 day notice, written or electronic, had been submitted to the Board. Also added that any member who wants to request a proposed amendment, should submit this information to the President Elect no later than the January meeting.

Article XII. Dissolution. Added that in the event of dissolution, that all assets which may be legally so would be distributed to the Lexington County Museum.