

CONSTITUTION  
OF THE  
BUTLER HERITAGE FOUNDATION  
OF  
HARTSVILLE, SOUTH CAROLINA  
(Revised July 2009; July 2017; December 2021, July 1, 2022)

Article I

The name of this organization shall be the Butler Heritage Foundation of Hartsville, South Carolina (hereafter The Foundation).

Article II

Purpose

The purpose of this organization is to unite alumni and friends in preserving the legacy of the former Butler High School in Hartsville, South Carolina. The Foundation will establish and maintain a community and cultural center at the Butler complex, secure funds, and implement programs planned for the center (without profits to the officers, board or members of the organization).

Article III

Members

Butler alumni, former faculty, staff, and other interested persons shall qualify as members of the Foundation by paying annual membership dues. The Foundation shall have the power to change the amount of dues upon recommendation by the Board of Directors with notice given and allowance for proxy voting 30 days prior to any annual meeting.

Article IV

Board of Directors

The Board of Directors shall consist of fifteen (15) elected members. Meetings are open to all Foundation members except for executive sessions of the board.

Article V

Fiscal Year

The Fiscal year of the Foundation shall commence on October 1<sup>st</sup> and the end September 30<sup>th</sup> of the following year.

Article VI

Dissolution and Distribution of Assets

In the event of dissolution of this corporation, in the event it shall cease to carry out the objective and purposes herein set forth, all business, property and assets of the corporation shall go and be distributed to one or more non-profit corporations of public bodies as may be selected by the Board of Directors of this corporation and approved by at least seventy-five (75%) percent of the users of members to be used for and devoted to the purpose of a community facility, project or other purpose to serve the public welfare of the community. In no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, directors,

stockholders or others having financial or managerial interest in the corporation either for the reimbursement of any sum subscribed, donated or contributed by such members for any other purposes, provided that nothing herein shall prohibit the corporation from paying its just debts.

Section 1:

Notwithstanding any other provisions of these articles, the Foundation will not carry on any other activities nor permitted to be carried on by (a) a corporation exempt from federal income tax under 501(c)3 of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)2 of the United States Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 2:

Said Foundation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distribution to organizations that qualify as exempt under section 501(c)3 or the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Law).

Article VII

By-Laws

The By-Laws define meetings, elections of the Board of Directors and Officers, filling vacancies, notices, types and duties of officers, committees, assessments and other routine conduct. By-Laws are, in effect, a contract among the members and must be formally adopted and/or amended periodically.

BYLAWS  
OF THE  
BUTLER HERITAGE FOUNDATION

Article 1

Meetings

Section 1:

Annual Meeting—The Foundation shall hold its annual meeting in July as close to the Fourth (4<sup>th</sup>) of July as possible as set by the Board of Directors. Each member shall be notified of the time of the meeting by way of the Annual Heritage Week bulk mailing and other forms of media.

Section 2:

Call Meeting—A special meeting of the Foundation shall be held at the discretion of the Board of Directors; at least twenty-five members of the current membership, by petition, may call a meeting of the Foundation. A thirty (30) day notice must be given.

Section 3:

Each member shall be entitled to one(1) vote on each matter submitted to the membership. Proxy voting may be held in cases where a member vote be given by return mail not less than five (5) days prior to the meeting with no less than thirty (30) days prior notice.

Section 4:

Quorum—Fifty per cent (50%) of the Board of Directors plus ten Foundation Members present at any regularly scheduled or call meeting shall constitute a quorum.

Article 2  
Board of Directors

Section 1:

The Board of Directors shall consist of fifteen (15) elected members.

Section 2:

Vacancies on the Board shall be filled by the Board whenever necessary. This action must be ratified by the membership at the annual meeting. Board members may serve as many terms as elected. Three years shall constitute a term. Officers of the Board shall be elected annually at the first Board meeting of the fiscal year.

Section 3:

Five (5) Board of Director seats shall be filled annually. The membership shall elect four (4) members by secret ballot and the Board of Directors shall appoint one (1) member to insure critical categories are represented (attorney, certified public accountant, etc.). Election of Board members shall be held at the Annual Foundation meeting. Board appointments shall be made at the first meeting of the fiscal year of the Board of Directors

Criteria for candidates for Board membership shall be as follows:

- Candidate shall be a member of the Foundation in good standing
- Candidate shall be willing to serve
- Candidate's background shall undergo a criminal background check from the state in which the candidate resides for the year submitted
- Candidate shall submit a letter of application with a short biographical sketch including the above data and information prior to deadline date

Section 4:

The Board of Directors shall have control and management of property, business, funds, affairs and operations of the organization; it shall acquire gifts, donations and grants for use in the conduct of the affairs of the Foundation, with authority to rent any of the Foundation's property as in the judgment of the Board, may be desirable; and shall have the authority to apply for federal funds, repay same, and utilize said funding to acquire or renovate property of the Foundation; and generally to have all of the power granted to non-profit organizations by statutes of the State of South Carolina; with authority to delegate to any officer or officers or committees of the Board, such duties or assignments as may be desirable.

Section 5:

The Board of Directors on behalf of the organization shall use its funds for normal operations, for capital improvement of the Butler Community Center as approved by the Butler Heritage Foundation for the promotion of cultural and community programs and future investments of the Foundation recommended by the Board and Foundation.

#### Section 6

Regular meetings of the Board of Directors shall be held at least four (4) times annually with meetings held on a quarterly basis. Each board member shall attend at least seventy-five per cent (75%) of the regular meetings per year except for excused absences approved by the Board of Directors. The Board of Directors shall have the authority to remove any member who fails to attend less than seventy-five per cent (75%) of the regular board meetings per fiscal year.

#### Section 7:

Special meetings of the Board may be called by the Chairperson or upon written request of five (5) Board members. Notice of special meetings shall be communicated to all members not less than three (3) days prior to the date of such meetings.

#### Section 8:

The Board of Directors will elect its own officers. The officers shall be Chairperson, Vice Chairperson, Recording Secretary, Assistant Recording Secretary, Corresponding Secretary, Financial Secretary, Treasurer and Assistant Treasurer. Officers shall be elected annually at the first regular meeting of the fiscal year.

#### Section 9:

Any board member may be removed from office or from the Board by the affirmative vote of two-thirds of the Board of directors at any regular or called meeting for that purpose. Any director proposed to be removed shall be entitled to due process which may include suspension while undergoing investigation of any allegations, at least three (3) days written notice by certified mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

### Article 3

#### Duties of Officers

#### Section 1:

Chairperson—it shall be the duty of the Chairperson to preside at all meetings of the Foundation, Board of Directors, and Executive Committee, to enforce a due observance of the Constitution and By-Laws, to decide all questions of order, to offer for consideration all motions made, to appoint all committees not otherwise provided for and any other duties assigned by the Constitution and Foundation.

#### Section 2:

Vice Chairperson—the Vice Chairperson, elected by the Board, shall assume the complete duties of the Chairperson during an absence or when it has been determined by the Board of Directors that the Chairperson can no longer perform the duties. The Vice Chairperson shall coordinate such programs as assigned by the Chairperson.

Section 3:

Recording Secretary—the Recording Secretary, elected by the Board, shall be responsible for the recording of attendance and accurate minutes of all business transacted during meetings of the Board of Directors and the Executive Committee and shall read the minutes of any previous meeting when called upon to do so by the Chairperson. In the absence of the Chairperson and Vice Chairperson, the Recording Secretary shall preside until a Chairperson “pro temp” is elected. The Recording Secretary shall prepare for the presiding officer a statement of unfinished business to come before the meeting and a report of the Board of Directors meetings to be presented at the annual session. The Recording Secretary shall hold the bond of the Treasurer.

Section 4:

Assistant Recording Secretary—the Assistant Recording Secretary shall serve as an assistant to the Recording Secretary.

Section 5:

Corresponding Secretary—the Corresponding Secretary shall send out all communications as directed by the Board.

Section 6:

Financial Secretary—the Financial Secretary shall receive membership dues and keep a record of all finances of the Foundation, including receipts and expenses.

Section 7:

Treasurer—the Treasurer, elected by the Board, shall have custody of all funds of the Foundation; shall keep the full and accurate account of receipts and expenditures and shall make disbursements as authorized by the Board of Directors and shall perform such duties as delegated by the Board of Directors. The Treasurer’s accounts shall be examined annually by an independent auditor or independent auditing committee of not less than five (5) members of the Foundation who are satisfied that the Treasurer’s annual report is correct; and shall sign a statement of fact at the end of the report. Following the end of each fiscal year, the Treasurer shall submit to the Board of Directors and the Foundation membership a full and detailed report of all receipts, disbursement, and the financial condition of the Foundation. The Treasurer shall be bonded and said bond held by the Recording Secretary.

Section 8:

Assistant Treasurer—the Assistant Treasurer shall assist the Treasurer in the performance of those duties prescribed for said Treasurer. In the absence of the Treasurer due to sickness, vacation or vacancy of office, the Assistant Treasurer shall assume the responsibilities of the office of Treasurer, including the executing of checks and drafts, depositing of fund, keeping of applicable records, including books of account, and such other duties of the Treasurer as is prescribed by duties during the period of absence of the Treasurer.

Section 9:

The Board of Directors shall have the authority in accordance with established guidelines to remove from office any officer who fails to fulfill the constitutional duties and responsibilities of that office.

#### Article 4 Executive Committee

##### Section 1:

The Executive Committee shall consist of the chair, vice-chair, secretary, treasurer and a non-officer of the Board of Directors.

##### Section 2:

The Executive Committee shall have the following duties:

- Will be elected at the first meeting of the new fiscal year, specifically for the non-officer board member
- Will act as the spokesperson to the public
- Will hire the executive director and set the compensation package
- Will act as a steering committee to the board
- Will provide oversight for the Foundation
- Will take the lead on board members' education and development

##### Section 3:

The Executive Committee shall meet on call of the Chairperson or at the request of three (3) or more members.

#### Article 5 Standing Committees

All committees formed by the Foundation will be chaired by a member of the Board of Directors but can constitute Foundation members and volunteers.

##### Section 1:

Membership Committee—responsible for conducting membership drives, keeping an accurate record of members and issuing membership cards. This committee should conduct an organized effort to increase active participation in the Foundation.

##### Section 2:

Fundraising Committee—responsible for promoting and executing the campaign to raise funds through individual and chapter giving. Responsible for directing all major fundraising projects. Reports will be made at regular scheduled board meetings, the annual meeting and selected Executive Committee meetings.

##### Section 3:

Heritage Week Committee—responsible for planning and implementing Heritage Week activities.

Section 4:

Project and Programs Committee—should make recommendations as to what programs and projects the Foundation should become involved in and suggest possible funding for the programs and projects. Annually, the committee will review and make recommendations to the Policy and Procedures document.

Section 5:

Auditing Committee—at the end of each fiscal year, audit or cause to have audited the books of the Foundation within limits of cost or time consistent with wishes of the Board of Directors.

Section 6:

Nominating Committee—responsible for methods and procedures in submission of candidates and profiles to be disseminated to membership at the annual meeting. Any candidate must be a member of the Foundation. The Board will decide how votes are tabulated.

Section 7:

Building and Grounds Committee—responsible for the oversight of the Foundation physical assets consisting of its land, buildings and equipment and planning for future needs of the Foundation and in line with the Foundation's strategic plans. The Committee shall supervise and work proactively with the Board of Directors to ensure the adequacy and condition of capital assets, develop and periodically review policies, advocate for new structures and renovate or remove older structures as directed by general board policies. In addition, the committee shall ensure adequate funding for the Foundation in conjunction with the strategic plan objectives and ensure the master site plan is developed in conjunction with an architect.

Article 6  
Fundraising

Section 1:

All funds raised in the name of Butler (High School or Community Center) should be turned over to the Financial Secretary of the Foundation with the exception of expenses incurred.

Article 7  
Dues

The annual dues of the Foundation shall be set by the Board of Directors and must be ratified by a majority present at an annual meeting.

Article 8  
Amendments

These By-Laws may be changed or amended by affirmative vote of a majority of participating members or two thirds (2/3) of the returned votes of all members of the Foundation at any annual meeting or at a special meeting called for that purpose, provided that written notice has been given to the members of the Foundation, along with the amendment to be proposed, not less than thirty (30) days prior to the meeting.