

World Affairs Council of Charleston

CORPORATION BYLAWS

ARTICLE I: NAME

Section 1: 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, or attempt to influence legislation, or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall endeavor to carry on its stated functions within the community without regard to age, race, creed, gender, national orientation, physical handicap or sexual orientation. 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 16, nor fewer than 12, members in good standing, which will be responsible for membership requirements and corporate affairs both present and future.

Section 2: Chairperson. The Chair of the Board of Directors will be the elected President of the organization.

Section 3: 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 may serve no more than three (3) consecutive full terms.

Section 4: Immediate Past President. At the conclusion of his/her term(s) of office, the outgoing President shall remain as a member of the Board, if he/she so desires, until such time as there is another change in the office of President. If the Immediate Past President position on the Board shall become vacant, no appointment will be made to fill the unoccupied position. If the Immediate Past President has not served two full terms on the Board including his time as President, following his year as Immediate Past President, he may be re-nominated for the Board at the next election time for a full term.

Section 5: Vacancies. Vacancies on the Board of Directors (except that of the Immediate Past President) occurring between Annual Meetings of the membership, shall 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 term of three years.

Section 6: 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 7: Duties. The Board of Directors shall plan the general policies and activities of the

organization. The Board shall delegate direction and execution of day-to-day activities 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 8: 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 9: 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 10: 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. If the Chair is absent for any meeting of the Board or Executive Committee, he/she shall designate a Chair pro tempore prior to that meeting.

Section 11: 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 12: Attendance Any Director who shall fail to attend four consecutive properly called regular or special meetings of the Board of Directors shall be terminated and his position declared vacant. 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, shall normally 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 day-to-day 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. By a simple majority the Executive Committee may call special meetings of the Board, as provided in Art. III, Sec. 9, of these Bylaws.

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 via telephone or e-mail correspondence 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.

Section 4: Chair. The President shall be the chair of the Executive Committee. In his/her absence, those members of the Executive Committee present (provided there is a quorum) shall elect a chair pro

tempore.

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 shall appoint 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 commonly 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, subject to the order 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 commonly 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 commonly 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. The Secretary 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. Unless designated by the President to another person, the Secretary will 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 will 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.⁵

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. With the exception of the Chairperson of Programs, no person shall serve more than three (3) consecutive one-year terms in the same office.

Section 9: Resignation. Any Officer may resign at any time by giving written notice to the President or the Secretary. 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. If the resignation applies to both the officership and the remaining term on the Board, then the Board shall, as provided in Article III, Section 5, elect another member of the organization in good standing to the Board for the remainder of the vacated term. The Board shall then elect a member of the Board as the 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 will 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.

Section 2: Committee Chair. The President shall appoint the Chair of each permanent and temporary committee for a designated period of time, 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 will elect its own Vice-Chair and other committee officers, as may be needed. 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 Chair and three (3) members of the organization 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

Section 1: 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; 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. Student members, if authorized by the Board, will pay dues but

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 mail the 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, which may make nominations from the floor in addition to those made by the Nominating Committee, 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.

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 Individual Membership shall have one vote; each Couple Membership shall if one member of the couple is present have one vote and if both are present two votes; each Corporate Sponsor and each Academic Institution membership shall have one vote for each individual membership permitted by the rules for these respective two categories of membership. Student members 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.

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 evidences 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 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

Section 1: 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

Section 1: 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 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.

CERTIFICATE:

The undersigned persons being the Chair and the Secretary of the Corporation at the time, respectively, hereby attest that the foregoing provisions represent a true and correct copy of the Bylaws of the World Affairs Council of Charleston as amended by vote of the Board of Directors of the Corporation on December 14, 2015, in accordance with the provisions herein.

Chair/President

Secretary

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