

SOUTH CAROLINA MILITARY HISTORY FOUNDATION, INC.

BY-LAWS

AMENDED 17JULY2024

ARTICLE I. NAME:

The name of this nonprofit charitable corporation, as recognized by relevant federal laws and the laws of the State of South Carolina, is the SOUTH CAROLINA MILITARY HISTORY FOUNDATION, INC (“hereinafter referred to as the “FOUNDATION”)

ARTICLE II. PURPOSE:

1. The purposes for which the FOUNDATION is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.
2. Notwithstanding any other provision of these articles, this FOUNDATION shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.
3. The purpose of the FOUNDATION is to encourage the making of gifts, contributions, bequests, devises and donations through legal, appropriate and ethical methods, for the perpetual support of the South Carolina Military Museum as outlined in these By-Laws.
4. The FOUNDATION may acquire, receive, hold and administer annuity trusts, unitrusts, gift annuities, pooled income funds, revocable trusts, life income contracts, and any and all other instruments or contracts that from time to time may be suitable for the aforementioned purposes.
5. All funds so received and administered by the FOUNDATION and distributed as herein provided shall be so administered for the benefit of furthering the mission of the South Carolina Military Museum.

ARTICLE III. OBJECTIVES:

1. The principal objective of said FOUNDATION is to acquire memorabilia, funds or endowed funds, from any person or persons, and all other appropriate assets or other resources to be held and invested pursuant to pertinent criteria and to distribute such monies to or for the benefit of the South Carolina Military Museum in accordance with the provisions of the gift or bequest, provided that no distributions shall be made to any organization which is not described in Section 501(c)(3) of the Internal Revenue Code.

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2. The FOUNDATION may establish designated and/or endowment funds. When a gift or bequest of Five Thousand (\$5,000.00) Dollars or more is for the benefit of a designated fund, said FOUNDATION may also receive and administer such funds as an endowment fund or funds and may make distributions for the benefit of the South Carolina Military Museum in accordance with the provisions of the gift or bequest as specified by the donor, provided the South Carolina Military Museum is organized and operated exclusively for charitable or educational purposes and the preservation of South Carolina military history, and whose purpose remains compatible with the purpose of the FOUNDATION.
3. In the event that the South Carolina Military Museum ceases to exist or becomes an organization whose purpose would then not be compatible with the purpose of the FOUNDATION, the Board of Directors shall determine an alternate institution, agency or cause to receive donations, in keeping with the authority vested in the SOUTH CAROLINA MILITARY HISTORY FOUNDATION, INC., and the intention of the Donor, and may transfer such dedicated property to such alternate institution.
4. When no provision has been made by the Individual Donor for the distribution of net income on a gift or bequest, the Board of Directors shall determine the institution, agency or cause vested in the Board of Directors of the SOUTH CAROLINA MILITARY HISTORY FOUNDATION, INC.

ARTICLE IV. BOARD OF DIRECTORS:

A. DUTIES AND POWERS

1. All powers shall be exercised by or under the authority of, and the affairs of the FOUNDATION managed under the direction of the Board of Directors. The Board shall have nine (9) members who shall serve a staggered term and whose term of office shall be for three (3) years. A Board member shall be eligible to serve a second consecutive term but no member shall serve for more than two such terms, unless approved by the full Board. In addition to the nine elected members, the South Carolina Military Museum Executive Director shall serve as an ex-officio member of the Board.
2. All Directors, except the initial Directors, must be elected by unanimous vote of the entire Board of Directors whenever relevant provisions of these By-Laws are triggered. Nominations for potential Director(s) may be proffered by the ex-officio member, but said member possesses no voting rights thereto.
3. The Board shall perform all acts as may be required including, but not limited to, amending for any appropriate purpose the By-Laws from time to time as may be required to enable the FOUNDATION to secure and maintain a tax-exempt status

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from the Internal Revenue Service and be classified as an organization which is described in Section 1700, and which is not a Private Foundation as that term is defined in the Internal Revenue Code.

4. It shall be the duty of the Board of Directors to invest and reinvest all the funds of the FOUNDATION. Investments may be made only in such securities and other investment vehicles as are deemed to be prudent investments of trust funds as determined by the Board of Directors, in accordance with applicable laws and regulations.
5. The Board of Directors shall faithfully account annually for all funds entrusted to the FOUNDATION in accordance with generally accepted accounting principles.
6. The Board of Directors shall select and designate any bank, trust company, brokerage firm, or other appropriate entity, in which funds of the FOUNDATION may be deposited, and the Board of Directors is vested with authority to employ the services of any such entity in investing funds of the FOUNDATION in accordance with the terms of these By-Laws.
7. The Board of Directors shall not engage in business ventures with itself or with the FOUNDATION.
8. The members of the Board shall serve without compensation but may be reimbursed for expenses incurred in attending the regular and special meetings of the Board and in performing other duties for the FOUNDATION, provided that such reimbursement is approved by the Board in advance.
9. All investments and the administration of all funds by the Board of Directors shall be guided by the pertinent laws and regulations.

B. RESIGNATION:

1. A member of the Board of Directors may resign at any time by delivering written notice to the Board of Directors, the Chairperson, or its presiding officer. A resignation shall be effective when the notice is received unless the notice specifies a different effective date.
2. Failure to attend three of the four scheduled quarterly meetings of the Board of Directors may result in member removal from the Board of Directors. A member of the Board of Directors must recommend removal due to non-participation, whereupon the recommendation must be decided by a majority vote. The reasons for such action and final disposition shall be recorded.

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ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS:

A. REGULAR MEETINGS

The Board of Directors shall meet at least four times (quarterly) per year. The Board shall fix the date, time, and place of regular meetings at the beginning of each calendar year. These meetings shall be held after written notice is sent by U.S. mail or appropriate email to the Board Members regular address or email address in the manner hereinafter provided.

B. SPECIAL MEETINGS

Special meetings may be called by the Chairperson or at least five of the Directors then in office. At least seven days notice of the date, time and place shall be given by the person(s) calling the meeting. The purpose of the meeting must be included with the notice of the meeting. The seven-day notice is waived if there is an emergency called meeting.

C. SPECIAL NOTICE REQUIREMENTS

Action by the Board of Directors to amend the FOUNDATION'S By-Laws, to approve the sale or distribution of all or substantially all of the assets of the FOUNDATION, or to dissolve the FOUNDATION shall not be valid unless each Director has been given ten days notice that the matter will be voted upon at the meeting or unless notice is waived pursuant to these By-Laws.

D. NOTICE MAY BE ORAL OR WRITTEN

Notice may be communicated in person, by telephone, facsimile transmission, electronic mail or other form of wire or wireless communication, or by mail or private carrier. Verbal notice is effective when communicated, but will be followed up with electronic mail. Written notice is effective at the earliest of the following: (1) when received; (2) five days after it is deposited in the United States mail, if mailed correctly with first class postage affixed; or (3) on the date shown on the return receipt requested, and the receipt is signed by or on behalf of the addressees.

E. WAIVER OF NOTICE

A member of the Board of Directors may waive any notice required by the Nonprofit Corporation Act of South Carolina or these By-Laws. Except as provided in the following sentence, the waiver must be in writing, signed by the member of the Board of Directors entitled to the notice, and filed with the minutes. A member of the Board

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of Director's attendance at or participation in a meeting waives any required notice of the meeting unless the member, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Nonprofit Corporation Act of South Carolina or these By-Laws, objects to lack of notice and does not thereafter vote for or assent to the action.

F. QUORUM AND VOTING

1. A quorum of the Board of Directors consists of a simple majority of the Directors in office immediately before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board unless the Nonprofit Corporation Act of South Carolina or these By-Laws require the vote of a greater number of Directors. A member of the Board of Directors who is present at a meeting of the Board of Directors, or a committee of the Board of Directors when action is taken, is considered to have assented to the action taken unless: (1) the member of the Board of Directors objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting; (2) the member of the Board of Directors votes against the action and the vote is entered in the minutes of the meeting; (3) the member of the Board of Directors dissent or abstention from the action taken is entered in the minutes of the meeting; or (4) the member of the Board of Directors delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the FOUNDATION immediately after adjournment of the meeting. The right of dissent or abstention is not available to a member of the Board of Directors who votes in favor of the action.
2. With regard to amending or terminating these By-Laws or with regard to the invasion of principal of the FOUNDATION, action taken by the Board of Directors requires consent of two-thirds of the Board of Directors.

G. PARTICIPATION IN MEETING

The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other simultaneously (e.g., a conference telephone call) during the meeting. A member of the Board of Directors participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VI. OFFICERS:

1. The officers of the FOUNDATION shall consist of the Chairperson, Vice-Chairperson, Treasurer, and Secretary. These officers shall be elected annually by the Board of Directors and shall hold office until their successors are elected and qualified.

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2. The Directors are authorized to prescribe the duties of the officers and the officers shall not receive any compensation.
3. The officers shall perform the duties set forth in these By-Laws or to the extent consistent with the By-Laws, the duties and authority prescribed in a resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers.
4. **CHAIRPERSON** The Chairperson shall preside over all meetings of the Board of Directors and shall do and perform such duties that ordinarily pertain to the office of Chairperson of the Board of a 501(c)(3) Foundation, or as may be required or suitable.
 - a. The Chairperson shall have the responsibility for delegating the general management and supervision of day-to-day business operations of the FOUNDATION to the SCMM Executive Director, who then shall have the authority to execute proper transfers, assignments, contracts, deeds, checks, releases, receipts, acquittance, and any and all instruments that may be necessary in the administration of the property and assets of the FOUNDATION, as may be directed by the Board of Directors. He/she shall be custodian of the seal, books, records and files of the FOUNDATION.
 - b. The Chairperson or the SCMM Executive Director shall cause to be published annually a report of all assets, liabilities, income and disbursements of the FOUNDATION; shall distribute and supervise the distribution of all funds that are made available for distribution; and shall furnish to the Board of Directors of the SOUTH CAROLINA MILITARY HISTORY FOUNDATION, INC. or the Donors, if requested by the Board of the FOUNDATION, all information which may be requested concerning financial transactions of this FOUNDATION and the investment of its funds.
5. **VICE-CHAIRPERSON** The Vice-Chairperson shall act in the place and stead of the Chairperson at any and all times in the absence or incapacity of the Chairperson. Upon return of the Chairperson, the Vice-Chairperson shall no longer act as the Chairperson. Any four members of the Board may declare in writing that the Chairperson is not capable of acting and declare that the Vice-Chairperson should commence to act as the Chairperson. At such time, the Vice-Chairperson shall act as the Chairperson until four of the Board Members shall declare that the Chairperson is capable of resuming his/her duties; at such time, the Vice-Chairperson shall no longer serve as Chairperson.

The Vice-Chairperson shall assist the Chairperson in administering the affairs of the FOUNDATION. In the event of the inability of the Chairperson at any time to do or

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perform the duties of his office, the Vice-Chairperson shall temporarily be vested with the duties of the Chairperson.

6. **TREASURER** The Treasurer shall maintain custody of all the funds and other assets of the FOUNDATION, and shall deposit all such funds of the FOUNDATION with an appropriate entity as designated by the Board. Funds may be withdrawn only by the Treasurer or the Executive Director of the South Carolina Military Museum, or any such person designated by the Board.
7. **SECRETARY** The Secretary shall have the responsibility for preparing minutes of board meetings and for authenticating records of the FOUNDATION; shall keep a record of all minutes of each meeting of the Board; and do and perform all such other duties as are usual and incidental, required, necessary or appropriate to the Secretary position. The Secretary shall attest to the actions of the Board when necessary.
8. **DELEGATION OF DUTIES.** In case of the disability of any officer or of any person authorized to act in such officer's place, the Board of Directors may from time to time delegate the powers and duties of such officer, to any member of the Board of Directors, or any other person whom it may select, during such period of absence or disability.

ARTICLES VII. COMMITTEES:

1. The Board of Directors may create committees of the Board and may appoint members of the Board to serve on them. Each committee shall have at least two members.
2. The creation of a committee and appointment of members to it must be approved by a simple majority of all the Directors in office when the action is taken.
3. By-Law provisions governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, apply to committees of the Board and their members as well.
4. To the extent specified by the Board of Directors or specified in the By-Laws, each committee of the Board may exercise the Board's authority. However, no committee of the Board may authorize distributions, recommend dissolution, or the sale, pledge, or transfer of all or substantially all of the FOUNDATION'S assets; fill vacancies on the Board temporarily or on any of its committees; or adopt, amend, or repeal the By-Laws.

ARTICLE VIII. EXTENT OF AUTHORITY:

The Directors shall have and exercise full authority with reference to the investment, re-

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investment and administration of all funds properly under their stewardship and shall have authority or delegate authority to execute proper transfers, assignments, contracts, deeds, releases, receipts, acquittance, and any and all instruments that may be necessary in the administration of the property and assets of the FOUNDATION. The purchaser or transferee of property, real or personal, notes, bonds, or securities, shall not be required to look to the application of proceeds so long as such instrument or instruments so delivered to him or them is executed by the Chairperson or Vice-Chairperson of the Board of Directors of the FOUNDATION and, if necessary in the case of real estate, attested by the Chairperson under the seal of the FOUNDATION and upon proper resolution of the Board of Directors. When funds or property are given or devised to said FOUNDATION in accordance with specific conditions and provisions (i.e. designated fund) as to how the same shall be administered or distributed, said Directors shall have full authority to carry out specific directions as specified by the donor, in keeping with the authority vested in the Board of Directors of the FOUNDATION. In the absence of such specific directions, the Board of Directors shall have the authority to administer said funds or property in such manner as comports with pertinent purposes, laws, and regulations, and to make distributions according to the vote of the Board of Directors in keeping with the authority vested in the Board of Directors. The Board of Directors may refuse to accept any gift in kind if it deems the property unacceptable to the FOUNDATION or if it deems the designations attached to the gift unacceptable for any reason.

ARTICLE IX. PROHIBITION AGAINST LOANS:

The FOUNDATION shall not directly or indirectly lend money to or guarantee the obligation of a member of the Board of Directors, Officer or Staff Member of the FOUNDATION, nor shall it sell property to or buy property from such person or otherwise engage any prohibited act or act of self dealing as those terms are defined in the Internal Revenue Code or the laws of the State of South Carolina.

ARTICLE X. BUSINESS AND FINANCIAL PLAN:

The FOUNDATION shall conform to the Business and Financial Plan of the FOUNDATION. which, in part, includes the following provisions:

1. **AUDIT**

- a. The Finance Committee of the FOUNDATION. may appoint annually a Certified Public Accountant or firm of Certified Public Accountants to examine the books and records of the FOUNDATION.
- b. Upon completion of the audit, a copy of the audit and management letter will be provided to the appropriate committee and/or the FOUNDATION'S Board of Directors. A representative of the professional individual or firm may be required to personally appear before the finance committee and/or Board of

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Directors to make a summary presentation of the audit report and answer any questions of the Directors.

- c. A copy of said audit report and management letter shall be filed in a timely manner with the Chairperson of the Finance Committee of the FOUNDATION. The Chairperson of the Finance Committee will review the audit and management letter and make a report to the full Board as needed or appropriate.

2. **TRUST FUNDS**

The FOUNDATION shall maintain all funds, such as trust funds, designated funds, and current and capital funds, separate as to the cause for which the funds were received. Such funds are not to be used for any other purpose, even temporarily, except as may be specified by the donor or the person or entity which has placed the funds with the FOUNDATION.

3. **RESERVES**

The FOUNDATION may at its option provide a Contingent Reserve to be utilized for any crisis or appropriate purpose that may occur in the operation of the FOUNDATION.

4. **INDEBTEDNESS**

Indebtedness by the FOUNDATION must be approved in advance by the Board of Directors with two-thirds of **ALL** Board Members' written approval.

5. **CONFLICT OF INTEREST**

The FOUNDATION shall comply with the South Carolina Nonprofit Corporation Act regarding conflict of interest.

ARTICLE XI. ADVISORY BOARD

1. There is hereby established a FOUNDATION Advisory Board whose membership can be composed of persons who may or may not be past members of the Board of Directors, or who may be members of the Board of Directors who are rotating out upon completion of their term.
2. Members of the Advisory Board are non-voting members only, but may attend FOUNDATION meetings, especially when specifically requested, in writing, by the Chairperson of the FOUNDATION.

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3. There is no limit, to the extent reasonable, as to how many members may compose the Advisory Board, and there are no time limits, to the extent reasonable, that a member may serve on said Board.
4. Members of the Advisory Board are nominated and appointed by the FOUNDATION'S Board of Directors, and may be terminated by same, by written notice, pursuant to the By-Laws as incorporated herein.
5. The purpose of the Advisory Board is to offer guidance and direction to the Board of Directors, if so requested, and to provide continuity as members of the Board of Directors rotate off and complete their terms of service.
6. Members of the Advisory Council are authorized to solicit donations for the FOUNDATION, consistent with its By-Laws, but do not possess the legal authority to contractually bind the FOUNDATION in any manner whatsoever, or to act as an agent thereof.

ARTICLE XII. FOUNDATION EX-OFFICIO BOARD MEMBER

A. SCMM EXECUTIVE DIRECTOR

1. The SCMM Executive Director serves as an ex-officio member of the Board of Directors and, as such, may not receive compensation, absent pre-approved travel expenses by said Board, in writing, nor place any other interest above that of the FOUNDATION.
2. The role of the SCMM Executive Director, subject to the FOUNDATION'S By-Laws and any and all laws governing the management of a 501(c)(3) nonprofit, is as follows:
 - a. To make day-to-day operational decisions and serve as a liaison between the Board of Directors and other non-voting personnel, as well as external stakeholders
 - b. To, at all times, act in good faith, exercise due care, and remain obedient to the By-Laws and any amendments/addendums thereto.
 - c. To actively work with members of the Board to formulate and execute fundraising plans, public relations policies, management policies, long term strategic plans, and other plans or policies as said Board may authorize or deem fit.
 - d. To actively work with members of the Board to hold periodic evaluations to ensure the FOUNDATION remains true to its mission and remains an

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effective organization to carry out said mission.

- e. To actively work with members of the Board to form a budget in which the FOUNDATION may continue operating, and at each meeting of said Board provide an accounting of how monies were spent pursuant to said budget.
- f. To enter into contracts, receive monies, and cause monies to be disbursed, as authorized by said Board, to carry out the operational activities of the FOUNDATION, or any other such approved activity, subject to the budget said Board has granted.

These By-Laws may be amended at any meeting of the Board of Directors, after the special notice required by these By-Laws has been given, by approval of a simple majority of the Directors in office at the time the amendment is presented.
