

## **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) because 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 it has designated DHF as the Custodian of 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 promote 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. We maintain, preserve, and enhance historic sites and structures on Dataw Island and advise DIOA of our preservation activities.
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 results, 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 Dataw Island property owners or members of the Dataw Island Club. A member is a person who is current in payment of membership dues established by the Board of Directors.

### 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 significantly impacted 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 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 be able to fix the dues required for Foundation membership.

## ARTICLE VI – OFFICERS

### Section 6.01 Officers

The officers of the Foundation shall be the President, Vice President(s), Recording Secretary, Corresponding Secretary, and Treasurer. This group is also referred to as the Executive Committee.

### Section 6.02 Nomination

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

### Section 6.03 Election

The Officers shall be elected at the 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 two-year term, with an option to be nominated for an additional two-year term. They 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 Foundation's chief executive officer, subject to the approval of the Board of Directors and under the oversight of the DIOA. The President shall generally supervise all of the foundation's affairs and business. 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 foundation's programs.

Vice President: The Vice President(s) shall assist the President in discharging 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 the Foundation Board of Directors meeting minutes. The Secretary shall provide the President, the General Manager of the DIOA and DIC, and Board members with these minutes 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 authorizes payments based on the budget approved by the Board of Directors. Expenses not included in the budget are incurred and paid only upon authorization by the Board of Directors. Any payment over \$1,000.00 requires the approval of either the President or the Vice President(s).
3. The Treasurer shall keep complete and accurate accounts and present financial statements at the regular meetings of the Board of Directors.
4. The Treasurer shall receive and give receipts for money due and payable in the Foundation's name in banks and other depositories authorized by the Board of Directors and shall generally perform all other tasks as assigned by the President.
5. The Treasurer will file all the necessary government papers for a non-profit organization.
6. The Treasurer shall prepare the books and financial records for review by the Audit Committee in November each year and turn them over to the new Treasurer in January each year.

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. They will be elected for two years with an option to be nominated for additional terms. Up to five “at large” Directors can be 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 board of directors shall manage and control the organization's business affairs, 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 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 will prepare a budget for the next year in September, 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 at least two months as members of each of the seven Standing Committees. Each committee chair shall have the obligation 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 after each rotation.
3. At-large directors are expected to attend all scheduled meetings of the Foundation Board and fully participate as voting members.

### Section 7.03 Meetings

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

The president may call special meetings of the Board of Directors with at least one week's advance notice.

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

### Section 7.04 Quorum

Sixty percent of the Board of Directors members constitute a quorum for business conduct. To exercise the authority granted to the Board of Directors, an affirmative vote of at least a majority of the members present is required.

Occasionally, the Foundation's officers may have to act on behalf of the Board of Directors. Sixty percent of the Officers constitute a quorum for business conduct. An affirmative vote of at least a majority of the Officers is required to take action. Such a 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 anytime by delivering written notice to the Board, its President, or its Secretary. The resignation becomes effective when the notice is received unless it specifies a later date. If the resignation becomes effective later, the Board may fill the pending vacancy, provided 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 detrimental 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 creating and maintaining a database with pertinent information about the membership necessary for the operation of the Foundation.

Special Events & Fund Raising: This Committee shall be responsible for raising funds other than those of membership, including staging events such as the annual Oyster Roast, Raffle, Low-Country Boil, and other activities that may be organized 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, responsible 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 ensure the preservation of all Dataw historical properties, including the upkeep of roadways, signage, and landscaping of Dataw's historic ruins. It shall also maintain the Dataw Island History & Learning Center. The 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 the approval of the Board of Directors, including development/placement of articles in publications, brochure and booklet creation, and advertising 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.

Tabby Times: This Committee shall have an editor and staff responsible for soliciting and writing articles for each Foundation's Tabby Times issue. They are responsible for all activities through to distribution.

Volunteer: This Committee recruits, trains, and schedules docents to staff the History and Learning Center. It is also responsible for the Foundation's outreach programs, including scheduling and conducting tours of the H&LC and Dataw's historic ruins.



Long-Range Planning: This Committee is responsible for developing a long-range “master plan” to help guide the Foundation’s future operations. The Committee shall also review the Foundation's Bylaws and suggest updates and amendments to the Board of Directors.

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

#### Section 8.02 Special Committees

Special committees may occasionally be appointed with the approval of the Board of Directors. When appointing a special committee, the President designates each committee's responsibilities and the term of its 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 anytime, 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 Foundation's books and accounts shall be kept according to sound accounting practices. The Audit Committee shall examine and review them 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 January Board of Directors' meeting.

### Section 9.03 Dissolution

If the Foundation is dissolved, its assets will be transferred 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 procedures not explicitly 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 each voting Board member receives the proposed amendment at least two weeks before the meeting date at which it will be considered.

### Section 11.02 *Protecting and Preserving Dataw Island's Historic Sites, 7 December 2020*

With this document, the Dataw Historic Foundation and Dataw Island Owners Association have agreed on principles for preserving historic structures and sites on Dataw Island. When events warrant it, the Foundation assesses potential adverse effects on specific landmark sites and presents its findings to the Dataw Island General Manager and DIOA Board.