

**Bylaws**  
of the

**McCormick Arts Council  
at the Keturah, Inc.**

*Founded December 6, 1984*

# MCCORMICK ARTS COUNCIL AT THE KETURAH (MACK), INC.

## Bylaws (Amended 1/15/18)

### **ARTICLE I: IDENTITY**

These are the bylaws of the McCormick Arts Council at the Keturah (MACK), a non-profit corporation organized and existing pursuant to the laws of South Carolina, with its principle place of business in McCormick, South Carolina. This corporation will hereinafter be referred to as the McCormick Arts Council.

### **ARTICLE II: PURPOSES AND MISSION**

The McCormick Arts Council shall have as its purpose to stimulate and encourage throughout the area public participation in cultural activities, quality presentation of cultural activities including exhibits, performances, and instructions and active participation in the economic and tourism development efforts of this region. Its mission is to provide art, culture and education to the region.

### **ARTICLE III: MEMBERS**

SECTION 1. Members of the McCormick Arts Council shall consist of those persons who pay annual dues as set by the Board of Directors. Honorary Members will be those persons who are approved by the Board of Directors due to their voluntary contributions of time and/or services.

SECTION 2. Membership shall be renewed annually.

SECTION 3. An annual meeting, during the month of October, of the members shall be held for the purpose of electing and installing members of the Board of Directors and President conducting any other business that requires the action of the members.

SECTION 4. Special meetings of the members may be called by the President of the Board of Directors or by a majority of the members of the Board.

SECTION 5. Written notices of all meetings of the membership or Board of Directors shall be given to each member and delivered to him or her, either personally, by mail, or electronic submission at least seven days (7) prior to the date called for the meeting.

SECTION 6. At the meeting of the members ten percent (10%) of the total membership shall constitute a quorum.

SECTION 7. Each member is entitled to one vote on each issue presented. Votes may be cast in person or by proxy. Proxy votes shall be acceptable only on questions raised in writing prior to the meeting. Voting may be by voice, by a show of hands, by roll call or by ballot.

#### **ARTICLE IV: OFFICERS**

SECTION 1. The officers of the McCormick Arts Council shall be the officers of the Board of Directors and must be members in good standing of the McCormick Arts Council. At the first meeting of the Board of Directors following the Annual Meeting of the members, the president shall present to the Board of Directors a slate of officers which will constitute the remainder of the executive committee as outlined in Article VI, Section 2. These officers shall then take office upon the advice and consent of the Board of Directors.

SECTION 2. The duly elected officers of the Board of Directors shall assume office immediately and shall hold the office for a term of one (1) year or until such time as their successors are duly elected and assume the duties of the office. Vacancies may be filled for the prolonged term of any office in a like manner at any meeting of the Board.

SECTION 3. Any officer may be removed from office at any time by a majority vote of the Board of Directors, as then constituted, notwithstanding the fact that the term for which he or she may have been elected has not expired. No cause need be assigned for any removal from office under this section.

SECTION 4. The president shall preside at all meetings of the members and at all meeting of the Board of Directors. The president shall perform such duties as are incident to the office or properly required of him or her by the Board. The president may or may not vote on any issue except in the case of a tie vote when the president must vote. After completion of the president's full reign of service and his or her term has expired, the person holding this office shall assume the office of the immediate past president. This term of office shall be active, with full voting rights and board privileges until the current president is succeeded. At that time, the current immediate past president becomes past president, and remains as an honorary officeholder for life. The past presidents shall be ex-officio members of the executive committee and the Board of Directors.

SECTION 5. The vice-president shall perform the duties of the president in the absence of the president. In addition, the vice-president shall perform such duties and have such powers as may be properly assigned to him or her by the Board of Directors. The vice-president may advance to the office of president upon end of the current president's term, upon advice and consent of the Board of Directors.

SECTION 6. The treasurer and/or secretary must co-sign on all checks made by The MACK.

SECTION 7. The secretary shall keep a current record of all proceedings at the meetings of the Executive committee and shall be a member of the Executive committee. Staff will maintain all other minutes of the Board of Directors, the members and serve as archivist, including the compilation and storage of a historical portfolio.

## **ARTICLE V: BOARD OF DIRECTORS**

SECTION 1. The governing body of the McCormick Arts Council shall be a Board of Directors comprised of not more than twenty-four (24) persons who are members in good standing of the McCormick Arts Council and who are elected according to the provisions of Article III, Section 3 and Article V, Section 2. The Executive Director and other employees of the McCormick Arts Council shall not serve as members of the Board of Directors.

SECTION 2. A Nominating Committee as described in Article VI, Section 3, shall make nominations for the Board of Directors, which is appointed by the president. Additional nominations may be made from the floor, with the previous consent of the proposed nominee. In making nominations, the nominating committee shall endeavor to provide representation on the Board of Directors with respect to interest in the purpose and mission of the McCormick Arts Council.

SECTION 3. The terms of the members of the Board of Directors shall be for two (2) years or until their successors shall be duly elected. Terms shall begin on July first of the year in which they are elected. The terms shall be arranged such that one-third of the Board members shall have their terms expire each year.

SECTION 4. The Board of Directors shall meet regularly, preferably monthly, at a time and place chosen by the president. The president may call special meetings.

SECTION 5. Any member who accumulates three (3) consecutive absences from regular or called meetings of the Board of Directors may be dropped from membership on the Board. Such a dismissal shall be made upon a motion to the Board at a regular meeting and upon a majority vote of those present, a quorum having been obtained.

SECTION 6. A quorum at any Board of Directors meeting shall consist of at least forty percent (40%) of those Board Members who are elected and entitled to vote. At any meeting of the Board, the president may declare a quorum by acclamation providing those members who are present are unanimously consenting.

SECTION 7. The order of business at any meeting of the Board of Directors shall be published ahead of the meeting and shall have been made out by the president in consultation by the executive director.

## **ARTICLE VI: COMMITTEES**

SECTION 1. Each year the president shall determine the committees of the Board, which will serve to fulfill the objectives of the McCormick Arts Council for that year. The president may appoint members to serve on committees who are also members of the Board, members of the McCormick Arts Council or members of the community-at-large. Board members may be asked to choose on which committee they wish to serve. The president may then appoint the chair or the committee may select its chair. The term of committee membership shall be for at least (but not limited to) one (1) year. Membership in the committees shall be by appointment by the president. The members of these special committees shall serve for such a time as may be determined by the Board at the time of their appointment.

SECTION 2. The Executive Committee shall be composed of five (5) members: the president, the vice-president, the secretary, the treasurer and the immediate past president. With the exception of the president, all members of the executive committee shall be appointed with the advice and consent of the Board of Directors. The executive committee shall have the power to act upon any and all matters of business between meetings of the Board of Directors, with the exceptions of altering the budget and/or changing the bylaws. The executive committee shall meet regularly, at meetings called by the president. The president shall serve as chairman of the executive committee. The executive committee shall have the full authority and power to make sales, transfers or assignments of any investments or securities. For the purpose of checks, transfers, assignments or other writings, which may be necessary to carry into effect the above, the Executive Director and the treasurer shall be authorized to sign such papers. In addition, the president shall be authorized to sign such papers when necessary, in case of the absence of either the executive director or the treasurer. The executive committee shall make a full and complete report of its financial transactions to the Board of Directors at the next regular meeting of the Board.

SECTION 3. The nominating committee shall be limited to four (4) persons, three (3) whom of which shall be members of the Board of Directors. This committee shall have the responsibility of nominating members for the Board of Directors, in accordance with the provision of Article IV, Section 2. The committee shall submit its nominations at the annual meeting of the McCormick Arts Council in October of each year. Nominations may be made from the floor at the annual meeting with the prior consent of the nominee. When vacancies occur in the membership of the Board, or in the office of the president, the nominating committee shall make nominations to the Board to

fill the incomplete term of the respective office. During the annual meeting, the nominating committee shall also place in nomination the name for president, which may be the current vice-president or another person who qualifies for the office by having served on the Board of Directors for at least one year.

SECTION 4. The quorum for any committee meeting shall be the majority of the total membership of the committee as constituted at the time of such meeting. Less than quorum may adjourn a meeting, from time to time, until a quorum is present.

## **ARTICLE VII: STAFF**

SECTION 1. The Board of Directors may employ, on behalf of the corporation, an Executive Director, who shall be responsible for general oversight of the business of the McCormick Arts Council including planning, budgeting, development, and artistic leadership which coincides with the mission of the McCormick Arts Council and the policies of the Board of Directors and shall perform those duties and tasks as assigned by the Board of Directors. He or she shall be expected to attend all meetings of the members, of the Board, and may attend any committee meeting.

The Executive Director shall report regularly to the Board of Directors regarding the operations under his or her supervision. At the conclusion of the fiscal year, the Executive Director shall render to the board of directors an annual report with recommendations for the ensuing year.

The Executive Director shall have the power to hire personnel for jobs that are created and approved by the Board of Directors or may, with Board approval, delegate personnel hiring to the Director of Programs and Operations.

The Executive Director shall be authorized by the Board of Directors and empowered to execute all contracts, grant applications etc., and to accept grants, and to enter into contractual agreements on behalf of the McCormick Arts Council.

SECTION 2. The Board of Directors may employ a director of programs and operations who shall be responsible for such programs, services and operations as the Board of Directors may assign, consistent with the purposes of the McCormick Arts Council and the policies enacted by the Board and shall perform those duties and tasks as assigned by the Board of Directors. He or she shall be expected to attend all meetings of the members of the Board, and may attend any committee meeting.

The director of programs and operations should report regularly to the Board of Directors regarding the operations under his or her supervision. At the conclusion of the fiscal year, the director of programs and operations shall render to the Board of Directors an annual report with recommendations for the ensuing year.

## **ARTICLE IX: SEAL AND INSIGNIA**

SECTION 1. The corporation may have a seal of such design as the Board of Directors may adopt setting forth the name of the corporation and impression of its logo.

SECTION 2. In addition to the corporate seal, the Board of Directors may adopt other such insignia for use of any and all publication of the McCormick Arts Council as the Board may cause to be published.

## **ARTICLE X: FISCAL YEAR AND AUDIT**

SECTION 1. The fiscal year of the McCormick Arts Council shall commence on the first (1<sup>st</sup>) day of January and shall end on the thirty-first (31<sup>st</sup>) day of December.

SECTION 2. The books and accounts of the McCormick Arts Council may be audited annually at the close of the fiscal year by a certified public accountant chosen by the Board of Directors through a standard bid process. The Board may choose to have the books reviewed or otherwise accounted for in an independent manner. The resulting report shall be submitted to the Board of Directors as soon as it is completed and shall be available for the examination of any member of the McCormick Arts Council.

## **ARTICLE XI: DISSOLUTION**

The existence of the McCormick Arts Council shall be in perpetuity. In the event that it should be dissolved or terminated, the residual assets of the McCormick Arts Council will be turned over to one or more organizations described in Sections 501(C)3 of the Internal Revenue Code or to the local government units exclusively for public purpose.

## **ARTICLE XII: AMENDMENTS**

These bylaws may be amended by a two-thirds (2/3) vote of the full Board of Directors provided that the notice of such meeting clearly sets forth the proposed changes which are to be considered.

## **ARTICLE XIII: PROCEDURE**

The McCormick Arts Council and the Board of Directors shall conduct all meetings with reference to procedure as set forth in Robert's Rules of Order (Revised), except wherein the bylaws or the laws of the State of South Carolina provide otherwise.

## **ARTICLE XIV: OWNERSHIP**

If at anytime the McCormick Arts Council at the Keturah, Inc. ceases to exist, the Keturah Hotel building will revert to the Town of McCormick and the County of McCormick jointly as previously held.

## **POLICY STATEMENT**

It is the stated policy of the McCormick Arts Council at the Keturah (MACK) to recruit, hire, train, and promote employees without regard to their race, religion, color, political affiliation, physical disability, nationality, sex or age; except where sex or age is a necessary occupational qualification. We apply this practice at all levels and phases of personnel administration, such as recruitment, recruitment advertising, testing, hiring, training, promotion, transfer, leave practice, rates of pay, selection for supervisory positions and employee benefit programs.

Both the Board of Directors and the employees of the Arts council, as well as the member organizations and any other agency, public or private, with whom the Council deals, will be informed of this policy.

We submit this statement to assure our commitment to a program that provides an Equal Employment Opportunity to everyone on the basis of individual merit.

In recognition of the IRS inquiry regarding the existence of a policy regarding conflicts of interest, and in support of good governance, this Board-adopted policy covers disclosure and processing of a Conflict of Interest:

Defines conflicts of interest;

Identifies classes of individuals within the organization covered by this policy;

Facilitates disclosure of information that may help identify conflicts of interest; and,

Specifies procedures to be followed in managing conflicts of interest.

**Definition of conflicts.** A conflict of interest arises when a person in a position of authority over the organization may benefit financially or directly from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.

**Individuals covered.** Persons covered by this policy are the organization's officers, directors, chief employed executive and chief employed finance executive.



**Disclosure.** Persons covered by this policy will annually disclose or update to the board chair on a form provided by the organization their interests that could give rise to conflicts of interest, such as a list of family members, membership and leadership in related organizations, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.

**Managing conflicts.** For each interest disclosed to the board chair, he or she will determine whether to:

Take no action;

Assure full disclosure to the board of directors and other individuals covered by this policy;

Ask the person to recuse from participation in related discussions or decisions within the organization; or

Ask the person to resign from his or her position in the organization or, if the person refuses to resign, become subject to possible removal in accordance with the organization's removal procedures. The organization's chief employed executive and chief employed finance executive will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the board chair in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.