

# GREATER COLUMBIA COMMUNITY RELATIONS COUNCIL (CRC)

## BYLAWS

Adopted November 8, 1983

Amended May 17, 1989

Amended November 10, 2008

Amended September 11, 2012

Amended August 12, 2015

Amended March 9, 2016, Effective July 1, 2016

## ARTICLE 1

### NAME and PURPOSE

#### Section 1. Name

This organization is incorporated under the laws of the state of South Carolina and shall be known as the Greater Columbia Community Relations Council, and referred to as "Council" in this document.

#### Section 2. Seal

The corporate seal shall be circular in form and shall have inscribed thereon around the edge of the words "Greater Columbia Community Relations Council."

#### Section 3. Purposes

The Council is a non-profit corporation and shall exist for the purposes of:

- a. Promoting harmony among all racial, ethnic and religious groups; fostering mutual respect and justice through dialogue, education and the appropriate use of resources
- b. Providing forums for exploring issues that divide the community with the purpose of improving the quality of life for all.
- c. Formulating and submitting opinions and recommendations as to possible courses of action that appear in the best interest of the community as a whole.
- d. Carrying out such other objectives as may be approved by the Board of Directors in its annual program of work.

**ARTICLE II**  
**THE BOARD OF DIRECTORS**

**Section 1. Number**

The governing body of the Council shall be a Board of Directors consisting of not more than thirty (30) persons or less than eighteen (18) persons, selected and appointed as herein below set forth, without regard to race, color, creed, gender or national origin.

**Section 2. Role of**

Only the action of the Board of Directors shall constitute the policy or position of the Council.

**Section 3. Selection and Appointment**

The Board of Directors shall be appointed as follows: Eight (8) members each by Columbia City Council, Richland County Council and the Columbia Chamber of Commerce; five (5) members appointed by the Board of Directors; and one (1) ex-officio member, the president of the CRC Luncheon Club who shall serve as co-chair of the Luncheon Club Subcommittee with an appointed member of the board of directors.

**Section 4. Term of Office**

The term of office of each appointed Board member shall be three (3) years and will follow the fiscal year, beginning July 1 and ending June 30. The term of office of the ex-officio member shall be one (1) year or as long as they hold the office of CRC Luncheon Club President and will follow the fiscal year, beginning July 1 and ending June 30.

**Section 5. Term Limit**

Appointed Board members shall serve no more than two (2) full consecutive terms for an appointing entity. A member may be re-appointed by the original appointing entity after a lapse of one (1) year.

**Section 6. Attendance**

Board members are expected to attend all regularly scheduled meetings. The absence of any member from two consecutive meetings without notice to the Council within a fiscal year will be grounds for removal as a Board member by a majority vote of the Board of Directors.

**Section 7. Termination of Membership**

Membership on the Board of Directors will be terminated for any action by a member who violates these By-Laws, the Council Code of Ethics, or whose actions are illegal or immoral. Termination of membership shall require the affirmative vote of a simple majority of the Board of Directors. In the event any such termination is contemplated, the Board of Directors will notify, in writing, the appointing entity and the member of the reasons for the proposed action.

## **ARTICLE III**

### **BOARD OFFICERS and THE EXECUTIVE COMMITTEE**

#### **Section 1. Titles of Board Officers**

The officers of the Board shall be a Chair, Vice-Chair, Treasurer, a Member-at-Large, and the immediate Past Chair. All such officers shall be affirmed by the Board at the annual meeting of the Council in June and shall serve during the next ensuing fiscal year, which begins July 1.

#### **Section 2. Filling a Vacancy**

Any vacancy in any office, regardless of the cause, may be filled by the Board of Directors at any regular or special meeting.

#### **Section 3. Chair**

The Chair of the Board of Directors shall preside at all meetings of the Board of Directors as well as all meetings of the Executive Committee, shall execute all legal contracts and agreements authorized by the Board of Directors and attested by the Executive Director, and shall perform such other duties as incident to the office and approved by the Board of Directors. The Chair of the Board may appoint Ad-Hoc Committees consisting of Board members, or consisting partially of non-Board members. The chair of such committees shall serve on the Board of Directors.

#### **Section 4. Vice-Chair**

The Vice-Chair shall perform the duties of the Chair in the absence of the Chair or in the event of the inability of the Chair to act. In addition, the Vice-Chair shall have such powers and discharge such duties as may be properly assigned from time to time by the Board of Directors.

#### **Section 5. Treasurer**

The Treasurer shall also serve as Chair of the Budget and Finance Committee and shall have such other powers and perform such other duties as are incident to the office.

#### **Section 6. The Executive Committee**

The Executive Committee shall be composed of the Chair of the Board of Directors, the Vice-Chair of the Board of Directors, the Treasurer, the immediate Past Chair and the chairman of all Standing Committees. In the event the term of the immediate past Chair has expired, the Nominating Committee shall appoint a member of the Board of Directors to serve. The Executive Committee shall evaluate the performance of the Executive Director at least annually on criteria agreed upon by the Board of Directors. All actions of the Executive Committee must be ratified by the Board of Directors at the next meeting.

## **ARTICLE IV**

### **MEETINGS**

#### **Section 1. Regular**

Regular meetings of the Board of Directors of the Council shall be held bi-monthly. A meeting may take the place of a regularly scheduled meeting for the month that is designated as the Annual Business meeting.

#### **Section 2. Annual Business Meeting**

The annual business meeting is held for the purpose of allowing the formal presentation of a comprehensive report of the Council's program of work activities and other related CRC initiatives to the larger community, governmental entities corporate sponsor/supporters, and to present the Hyman Rubin Award for Community Service.

#### **Section 3. Special**

Special meetings of the Board of Directors shall be called by the Chair of the Board or upon the written request of any six (6) members of the Board.

#### **Section 4. Notices and Agendas**

Notices and an agenda of all meetings of the Board shall be given to the public and to each member in writing and delivered personally, by mail or electronically at least seven (7) days prior to the date of the meeting. Notice may be waived upon the necessity of special meetings of an urgent nature. The Board Chair and the Executive Director sets the agenda after seeking requests for items from the Board of Directors.

#### **Section 5. Quorum**

The simple majority of the total members shall constitute a quorum at any meeting, but the members present, if less than a quorum shall have the power to adjourn from time to time until the necessary number of members are present to constitute a quorum. The acts approved by a majority of those present at any meeting, at which a quorum is present, shall constitute the acts of the Board of Directors.

#### **Section 6. Vote**

Each member is entitled to one vote on each issue presented. At regular meetings of the Board of Directors votes must be cast in person. Voting may be by a show of hands or by voice. Members of the Board of Directors or any committee designated thereby may participate in committee meetings by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

## **ARTICLE V**

### **THE EXECUTIVE DIRECTOR**

#### **Section 1. Major Duties**

In addition to the officers mentioned here in above, the Board of Directors shall hire an Executive Director who shall serve as Secretary for the Board of Directors and as an ex-officio member on the Executive Committee. At least annually, the Executive Committee shall evaluate the performance of the Executive Director on criteria agreed upon by the Board of Directors. All actions of the Executive Committee must be ratified by the Board of Directors at the next meeting. The Executive Director shall have such powers and perform such duties as are incident to the office or properly required by the Board of Directors. At least annually, the Executive Director shall file with the Columbia City Council and Richland County Council a list of the Council members and its officers, and a report of the activities of the Council for the preceding year. Annually, the Executive Director will have a certified audit of the Council's financial affairs prepared and reviewed by the Finance Committee. Copies of the audit shall be provided to the Columbia City Council and the Richland County Council, all of which shall be made a matter of public record. The Executive Director shall notify Richland County, the City of Columbia and the general public therein of all meetings requiring such notice.

#### **Section 2. Record Proceedings**

The Executive Director shall keep a current record of all proceedings at the meetings of the Board of Directors and the meetings of the Executive Committee, shall attend to the giving of notices, and shall have such other powers and perform such other duties as are incident of the office or properly required by the Board of Directors.

## **ARTICLE VI**

### **COMMITTEES**

#### **Section 1. Standing Committees**

There shall be the following standing committees:

a. **Executive Committee**

The Executive Committee shall be composed of the Chair of the Board of Directors, the Vice-Chair of the Board of Directors, the Treasurer, a Member-at-Large, and the immediate Past Chair. In the event the term of the immediate past Chair has expired, the Nominating Committee shall appoint a member of the Board of Directors to serve. All actions of the Executive Committee must be ratified by the Board of Directors at the next regular meeting.

b. **Budget and Finance Committee**

The Budget and Finance Committee shall timely prepare or cause to be prepared, a proposed budget of estimated income and expenditures of the Council for the ensuing year. The proposed budget and subsequent revision shall be submitted to, considered by, and acted upon by the Board and shall be the operating budget of the Council.

## ARTICLE VI

### COMMITTEES (continued)

The budget may be revised at any time by majority vote of the Board. The Budget and Finance Committee shall also cause the books and the accounts at the close of each fiscal year. This audit report shall be submitted to the Board of Directors for approval. The Treasurer shall serve as the Chair of the Budget and Finance Committee.

#### c. Nominating Committee

Annually the Nominating Committee shall recommend to the Board a slate of Officers who shall comprise the Executive Board and assume office in July. The Nominating Committee is also charged with reviewing and recommending candidates for the Board seats. The Committee shall notify the Board of recommendations prior to the meeting at which a vote on the recommendations will be taken.

#### d. Bylaws Committee

The Bylaws Committee recommends to the Board changes to the Bylaws designed to promote the fair, consistent and equitable operation of the Council.

#### e. Annual Business Meeting and Luncheon Committee

The Annual Business Meeting and Luncheon Committee sets the agenda for the Annual Business Meeting, selects the Hyman Rubin recipient, assists with the luncheon arrangements, and organizes a fundraising campaign.

#### f. Development Committee

The Development Committee establishes annual goals for personal, board and corporate giving that is sufficient to meet the Council's purposes.

### Section 2. Ad-Hoc Committees

Ad-Hoc Committees consisting of Board members, or consisting partially non-Board members, may be authorized from time to time by the Board. The members of all such committees shall serve for such time as may be determined by the Board of Directors. The chair of such committees shall serve on the Board of Directors.

## **ARTICLE VII**

### **CONTRACTS, DISBURSEMENTS and INDEMNIFICATION**

#### **Section 1. Contracts and Disbursements**

The Chair shall execute all legal contracts and agreements authorized by the Board of Directors and attested by the Executive Director. All disbursements of the Council shall be made by check over the signature of the Executive Director. All disbursements made the prior month will be reviewed by the Treasurer and will be presented for review at the bi-monthly Executive Committee meeting. This listing will be made available to any active board member upon request to the Treasurer. All disbursements must be made within the framework of established budgets and agreements approved by the Board of Directors.

#### **Section 2. Indemnification**

The Council shall purchase and maintain insurance to indemnify each officer, member, and employee, from all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the officer, member, and employee in connection with any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative if the officer, member, and employee has acted in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the Council and, with respect to criminal proceedings, had no reasonable cause to believe his or her conduct was unlawful.

#### **Section 3. Severability**

If any provision of these By-laws or the application thereof to any person or circumstances shall be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision shall be complied with or enforced to the greatest extent permitted by law as determined by such court, and the remainder of these By-laws and the application of such provision to other persons or circumstances shall not be affected thereby and shall continue to be complied with and enforced to the greatest extent permitted by law.

#### **Section 4. Dissolution**

In the event of dissolution of the Greater Columbia Community Relations Council, the board of directors shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the corporation over to an organization dedicated to charitable and/or educational purposes and which has been recognized as a 501(c)(3) organization by the Internal Revenue Service. Assets will not be distributed to members of the Council.

**ARTICLE VIII**

**CODE of CONDUCT**

No member of the organization will financially benefit from the funds raised by the organization. Members must carefully guard against even the appearance of business or financial conflict of interest.

Each member of the Board and the Executive Director shall sign, and thereafter uphold, the Code of Ethics appended to these By-Laws.

**ARTICLE IX**

**AMENDMENTS to BY-LAWS**

These by-laws may be amended by a simple majority of the full Board of Directors (as then constituted) at any meeting of the Board of Directors provided that the notice of such meeting clearly set forth the proposed changes which are to be considered.

**ARTICLE X**

**RULES OF PROCEDURE**

**Section 1. Robert's Rules of Order**

The Council shall conduct its meetings in accordance with the procedure as set forth in Robert's Rules of Order Revised except where the bylaws or the laws of South Carolina provide otherwise.

Signed *Lou Nolan*  
Board Chairperson

Date *3/31/16*

Signed *Hevin L. Bush*  
Secretary

Date *March 30, 2016*