

HISTORIC ROCK HILL

By-Laws

ARTICLE I

Purpose

The purpose of Historic Rock Hill shall be to preserve and protect the historic resources of Rock Hill, South Carolina, and enhance the livability of historic areas through the following:

1. To supervise, aid, encourage, and advise in the restoration, renovation, construction, maintenance, and operation of buildings, structures, neighborhoods, and places of historical or architectural interest in areas in and around Rock Hill.
2. To bring about the preservation of historic buildings, to discover, collect, preserve, and display papers, books, records, relics, furniture, furnishings, and any and all other materials of historic interest, and to disseminate historical information, through meetings, lectures, papers, and discussions and by identifying historic buildings and sites.
3. To aid and cooperate with and participate in the activities of other organizations and individuals engaging in similar or related purposes.
4. To accept by, gift, grant, donation, or bequest money and property from any member of the general public and from any firm, association, trust foundation or corporation, including any municipal, county, state, or national government or other governmental unit.
5. To increase public awareness of the historic significance of Rock Hill through research, educational programs, publications, and tours.

The purposes for which Historic Rock Hill is organized are exclusively charitable, scientific, literary, and educational, all within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these articles, this organization shall not carry on any other 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 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE II

Asset Distribution

In the event of dissolution, the residual assets of the organization shall be turned over to one or more organizations. Said organizations shall have similar purposes and overall goals as that of Historic Rock Hill and shall be located within York County, South Carolina, which themselves are exempt as organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose. No member of the Board of Directors or member of Historic Rock Hill or the staff shall be entitled to share in the distribution of the corporation assets upon dissolution of the corporation.

ARTICLE III

Name

Section 1 Corporation

The name of this organization shall be Historic Rock Hill ("the corporation"), which shall be operated as an eleemosynary non-profit organization consistent with the enumerated objectives as stated in Article I. The corporation shall not engage in any activities which would jeopardize its tax-exempt status. The corporation shall be governed by the South Carolina Nonprofit Corporation Act (the "Act") except as lawfully provided in these Bylaws.

Section 2 Location

The principal office of Historic Rock Hill shall be located at the Historic White Home, 258 East White Street, in Rock Hill, South Carolina.

**ARTICLE IV
Membership**

Section 1 Membership

Historic Rock Hill Membership shall be open to any persons, including area residents, businesses, civic officials, institutions, neighborhood associations, and any other persons interested in the Historic Rock Hill mission. Membership "In Good Standing" is defined as current membership with dues paid in full for 12 months from the date joined. Each membership "In Good Standing" is entitled to one vote. Memberships shall not entitle any member to any interest of rights in the assets, property or income of the organization.

Section 2 Classifications

Membership classifications may be established by the Board of Directors.

Section 3 Dues

Dues for membership shall be established by the Board of Directors.

**ARTICLE V
Meetings**

Section 1 Annual Meeting of Members

An annual meeting of members shall be held each Spring at a time and place designated by the Board of Directors. Members may vote in person or by proxy as provided under the Act. Ten percent of the membership, present in person or by proxy, shall constitute a quorum. No business shall be conducted unless a quorum is present at the opening of the meeting. A quorum once declared shall serve for the balance of the meeting.

Section 2 Election of Officers and Directors at Annual Meetings

At Annual Meetings, members shall elect the officers and directors to serve until the next annual meeting or until their successors shall have been elected and qualified. If directors are divided into classes, the members shall elect only successors to those whose terms are expiring and otherwise as provided herein or by law.

Section 3 Special Meetings

Special meetings may be called by the President, the Executive Director, at the request of a majority of the Board of Directors or otherwise as provided by law.

Section 4 Notices

Notice of the time, place and agenda Annual Meetings and the time, place and purpose of any special meetings shall be provided to active members at least ten (10) calendar days before such meeting. Notices may be provided in person, by telephone, mail, e-mail or in a publication scheduled to be delivered to the membership generally at least ten (10) days prior to the meeting.

Section 6 Organization

The President, and in his/her absence, the Vice-President, shall preside at each meeting of the members and shall act as chairman thereof. Meetings of the membership shall be governed by the current edition of Robert's Rules of Order to the extent that such rules do not conflict with these By-Laws or with any special rules of order that the Association may adopt. The Secretary shall keep minutes of all regular and special meetings of the members.

ARTICLE VI

Board of Directors

Section 1 Powers

The business and property of the corporation shall be managed by the Board of Directors. The Board of Directors shall be responsible for and authorized to take any actions necessary to further the purposes of Historic Rock Hill as described in these By-Laws.

Section 2 Composition and Election

The Board of Directors shall consist of the officers and nine additional members. Staggered terms shall be provided so that every three years the terms of approximately one-third (1/3) of the members expire. Each director's term shall be for no more than three years whether or not the term includes an officership. No one shall serve as a member of the Board for more than six consecutive years.

Section 3 Vacancies

In the case of vacancies occurring on the Board of Directors through death, resignation, disqualification, disability, or any other cause, such vacancy may be filled by a member elected by the remaining directors. The person so elected shall serve until the next annual meeting of the members at which a board member shall be elected to fill the term of the vacating member.

Section 4 Regular Meetings

The Board of Directors shall hold meetings as required to conduct business on behalf of the membership. Such meetings are open to the membership.

Section 5 Notification of Meetings

The Secretary or Executive Director is responsible for notifying the Board of Directors of the time, place and agenda of meetings.

Section 6 Quorum

A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business. A majority of the votes of such quorum shall be sufficient to pass any measure before such a meeting.

Section 7 Organization

The President, and in his absence the Vice President, and in the absence of the President and Vice President, a President pro tem, chosen by the Committee members present, shall preside at each meeting of the Board of Directors and shall act as President thereof. Meetings of the Board of Directors shall be governed by the current edition of Robert's Rules of Order to the extent that such rules do not conflict with these By-Laws or with any special rules of order that the Board may adopt.

ARTICLE VII

Officers

Section 1 Officers to be Named

The officers of Historic Rock Hill shall be President, Vice-President, Secretary, and Treasurer.

Section 2 Elections

The Board of Directors shall present to the membership a slate of candidates for the President, Vice-President, Secretary, Treasurer and members of the board. Additional candidates may be proposed from the floor. Candidates receiving a plurality of votes shall be deemed elected.

Section 3 Terms of Office

Officers shall serve until the next annual meeting or until their successors are elected and qualify.

Section 4 Vacancies

In case of officer vacancies through death, resignation, disqualification, disability, or any other cause, such vacancy shall be filled by a successor elected by the Board. Such person shall serve until the office may be filled by an election at a special meeting of the members. An officer elected by the Board or at a special meeting of the members to fill a vacancy shall serve only the unexpired term of his predecessor.

Section 5 Duties

President

The President shall preside at all meetings of Historic Rock Hill and shall be the principal executive officer of Historic Rock Hill. The President shall be the representative of Historic Rock Hill at local and outside meetings unless the Executive Director wishes to attend. The President may sign with the Treasurer or any other officer of Historic Rock Hill authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other documents. In general, the President shall perform all duties normal to the office of president and such other duties as may be prescribed.

Immediate Past President

This position shall serve to assist the Board of Directors in continuing the work of the corporation. Said position may take an active role to insure the corporation's policies and plans are shared with non-profit organizations, civic clubs and the public. Overall, this person shall act as an Ambassador of the highest caliber. This position shall continue to serve as a non-voting advisor to the Board of Directors for one year.

Vice President

The Vice-President shall assume the duties of the President in the absence of the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Secretary

The Secretary shall record the minutes of membership and Board of Directors meetings (regular and special) and maintain membership records. The Secretary shall, in general, perform all duties normal to the office of the secretary and such other duties as may be assigned to him/her by the President or the Board of Directors.

Treasurer

The Treasurer shall establish and maintain Historic Rock Hill's book of accounts and shall be responsible for all funds and securities of Historic Rock Hill and shall receive and give receipts for monies due and payable to Historic Rock Hill. Funds shall be deposited in such banks, trust companies, or other depositories as may be designated or approved by the Board of Directors. Checks shall be signed as designated by the Board of Directors. The Treasurer shall present an annual report to the Board of Directors and the Executive Director and as otherwise directed by the Board. The Treasurer shall, in general, perform all the duties normal to the office of the treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

ARTICLE VIII

Committees

Section 1 Committees

All committees engaged in the business of Historic Rock Hill shall be created by the Board of Directors. An Executive Committee with such authority as lawfully granted by the Board is specifically permitted under these Bylaws. The Board of Historic Rock Hill may also appoint and authorize any committees, special committee(s) and sub-committees needed to assist in the business of the corporation. Committees other than the Executive Committee shall have no authority to act on behalf of the Board or any officer, but shall gather, analyze and evaluate matters as assigned to them by the Board and make recommendations to the Board.

Section 2 Committee Membership

Committee membership shall be composed of members from Historic Rock Hill and those persons who are appointed by or as authorized by the Board of Directors to assist in the work of said committee. The general membership may be involved in as many committees as desired.

ARTICLE IX

Financial Arrangements

Section 1 Fiscal Year

The Fiscal Year shall be from January 1 through December 31.

Section 2 Authorization

The Board of Directors may authorize any officer or officers of Historic Rock Hill to enter into contracts in the name of and on behalf of Historic Rock Hill to include: the acquisition, the renovation, the placement of restrictive covenants, and the sale of properties.

Section 3 Checks

All checks, drafts, or orders for the payment of money or other evidences of indebtedness approved by the Board of Directors shall be signed by the Treasurer of Historic Rock Hill and/or such other officers as may be designated and authorized by the Board of Directors.

Section 4 Deposits

All funds of Historic Rock Hill shall be deposited regularly to the credit of Historic Rock Hill in such banks, savings, and loan organizations, or other depositories as the Board of Directors may select.

Section 5 Funds

Funds of Historic Rock Hill may be spent only for the furtherance of the purposes of Historic Rock Hill as set out in Historic Rock Hill's Charter and By-Laws.

Section 6 Reporting

The Treasurer shall handle all finances and make a monthly report to the Board of Directors and shall make such other and further reports as directed by the Board.

Board Members, staff or those persons directly representing Historic Rock Hill shall in no manner profit from their association with the corporation by manner of monetary or other tangible means. In all cases when items of interest are offered to such individuals such as memorabilia, historic collections, manuscripts, letters, photographs, or those of monetary value Said items or funds shall be turned over to the corporation for review by the proper person, committee or committees. If items or funds are of no value or do not meet the criteria of the committee or corporation then such items shall be returned to the appropriate party.

Board Members, staff and those persons directly representing Historic Rock Hill shall avoid any misrepresentation, confusion or conflicts of interest dealing with funds or collections.

ARTICLE X

Amendments

These By-Laws may be amended at any annual or special meeting of the members at which a quorum is present by a majority vote of the members present, provided the proposed amendment shall have been submitted at the previous meeting or offered to all members in writing at least ten (10) calendar days before the meeting.

ARTICLE XI

Indemnification of Directors and Officers

The corporation shall to the fullest extent permitted by SC Code of Laws , including, but not limited to, Sections 33-8-500 through 580, or successors thereto, as amended from time to time, protect and indemnify its directors and officers, past and present, pursuant thereto as long as such persons have conducted themselves in good faith and reasonably believe their conduct was not opposed to the corporation's best interest,

The corporation may purchase and maintain insurance on behalf of the corporation and/or any person who is or was a director, officer, employee or agent of the corporation to defend, protect and indemnify the corporation and/or such person under Sections 33-8-500 through 33-8-580 whether or not the corporation would have the power to indemnify under Sections 33-8-510 and 33-8-520, or the successors thereto.

IN WITNESS WHEREOF, these Bylaws are adopted by the members of Historic Rock Hill at its Annual Meeting on _____,2013, the same to be effective immediately.

President

Vice-President

Secretary

Treasurer

May 30, 2006

