

**2023 AMENDED AND RESTATED BYLAWS OF
THE CAROLINA ART ASSOCIATION OF CHARLESTON**

The Carolina Art Association of Charleston (the “Association”) was incorporated by the General Assembly on December 21, 1858 (Statutes, Vol. 12, Pg. 601). Its Charter was renewed by Act of the General Assembly on December 23, 1878 (Statutes, Vol. 16, Pg. 741) and the renewal issued on June 27, 1898, by the Secretary of State and the renewal was recorded in the R.M.C. Office for Charleston County in Book Z-22, Page 326. The Association was granted tax exempt status under Section 501(c) (3) on May 8, 1958. The Association operates the Gibbes Museum of Art and owns the art collection of the museum. The City of Charleston and the Association jointly own the building and land located at 135 Meeting Street, Charleston, South Carolina.

ARTICLE I **NAME AND PURPOSE**

Sec. 1.1 NAME. The name of this association is The Carolina Art Association of Charleston, hereinafter referred to as the CAA, or the “Association.”

Sec.1.2 PURPOSE. The purpose of the CAA is the cultivation of the arts and art education, through collection, display, and interpretation of art objects, through the operation of the Gibbes Museum of Art, and such other functions as it may undertake, with the consent of the Board of Directors.

Sec. 1.3 DISSOLUTION. In the event of the necessity for dissolution of the CAA, all its assets shall be transferred to another eleemosynary organization, which itself must be exempt from tax.

Sec. 1.4 OFFICE. The principal office of the CAA shall be at the Gibbes Museum of Art at 135 Meeting Street, Charleston, South Carolina 29401.

Sec. 1.5 FISCAL YEAR. The fiscal year of the CAA shall begin on July 1 of each year and terminate on June 30 of the following year. All terms of office provided for in these By-Laws shall coincide with the beginning of a fiscal year and the end of a fiscal year.

ARTICLE II **MEMBERSHIP**

Sec. 2.1 MEMBERSHIP. Membership in the CAA shall be open to the public at large. Any individual or entity may become a member of the CAA for a one-year period or more upon payment of the appropriate membership fee. Members will be notified in writing at least thirty (30) days prior to the expiration of their membership.

Sec.2. 2 MEMBERSHIP FEES AND BENEFITS. Membership fees shall be determined and regulated by the Board of Directors. Fees are subject to change at the Board of Directors’ discretion, provided any such alterations are published within sixty (60) days of the effective date of said change. Membership fees shall be reviewed as necessary by the Board of Directors. The Board of Directors shall provide a list of membership benefits based on membership levels, and benefits and membership levels may be changed at the Board of Directors’ discretion. Members do not have any voting rights.

Sec. 2.3 PERMANENT MEMBERSHIP. Honorary Life Membership or Benefactor status may be conferred upon any person by the Board of Directors in recognition of extraordinary service to the Association.

Sec. 2.4 AFFILIATE GROUP MEMBERSHIP. The Board of Directors may authorize the creation and/or operation of an affiliate and support group (an “Affiliate”) that furthers the Association’s mission. If the

Board of Directors approves the use by the Affiliate of the Association's tax-exempt status, the governance documents of the Affiliate shall be subject to the approval of the Board of Directors which shall require the members of the Affiliate also be members of CAA. The Board of Directors may appoint a representative of an Affiliate to serve as a voting director on the Board of Directors.

Sec. 2.5 ANNUAL MEETING. The Annual Meeting of the membership shall be held at such time as may be determined by the Executive Director and the Board Chair. Written notice of the Annual Meeting shall be delivered to each member in good standing at their mailing address by mail or their electronic email address at least thirty (30) days before the meeting. The notice shall state the location, day, and hour at which the meeting is to be held. Prior to or during the Annual Meeting, the Executive Director shall provide a report on the activities and the financial condition of the Association.

Sec. 2.6 TERMINATION OF MEMBERSHIP. Membership in the CAA automatically terminates upon failure to pay annual dues on or before the renewal date.

ARTICLE III BOARD OF DIRECTORS

Sec. 3.1 GENERAL POWERS. The property and the business of the CAA shall be governed under the direction of the Board of Directors of the CAA. All Directors, except Emeriti Directors, shall be voting directors.

Sec. 3.2 ELECTED DIRECTORS. The elected directors shall be elected by the Board from the slate proposed by the Governance Committee or by nominations from the Board at large. Elected Directors shall serve for a term of three years. Elected directors shall not be eligible for more than two consecutive terms, after which at least one year must elapse before a Board Member shall become eligible for reelection to the Board. Elected Directors may serve a maximum of twelve (12) years total. The number of elected directors shall be determined by the Board of Directors and shall be no less than fifteen (15) and no more than forty-five (45). The elected directors shall serve staggered terms with approximately 1/3 of the total directors elected each year. Elected directors shall be elected by ballot, except where there is only one nominee, in which case election may be made by acclamation.

Sec. 3.3 COMPOSITION OF BOARD OF DIRECTORS. The Board of Directors shall consist of (i) the directors elected by the Board of Directors pursuant to Section 3.2 (Elected Directors), (ii) the corporate directors serving pursuant to Section 3.3 (Corporate Directors), (iii) the Emeriti Directors serving pursuant to Section 3.8 (Board Members Emeriti), who shall be non-voting (iv) the Chair and the immediate past Board Chair, (v) representatives of Affiliates appointed pursuant to Section 2.4 (Affiliate Group Membership) and (vi) directors appointed pursuant to Section 3.9 (Appointed Board Members). Affiliate Group Members, and the immediate past Board Chair are defined as the *ex-officio* directors, shall have the same privileges, and responsibilities as the Elected Directors, and shall be bound by the terms of these bylaws, including Section 3.11 (Dismissal).

Sec. 3.4 BOARD REQUIREMENTS. All Elected Directors and all *ex-officio* Directors shall be, and shall remain, in good standing members at the minimum level of Fellows membership of the Association at all times during their tenure on the Board. The Board Chair shall consult with any director who has failed to remain a member in good standing of the CAA to give the Director the opportunity to become a member in good standing or to resign rather than be subject to dismissal pursuant to Section 3.11 (Dismissal).

Sec. 3.5 ETHICAL CONSIDERATIONS AND CONFLICTS OF INTEREST. Service on the Board of Directors is a public trust involving great responsibility. In all activities, Directors must act with integrity and in accordance with the most stringent ethical principles as well as the highest standards of objectivity. Therefore, all board members must agree to abide by the CAA's Code of Ethics. A Conflict of Interest and Disclosure Statement will be signed by all Board members annually. Actions that violate the Code of

Ethics will be reviewed by the Governance Committee of the Board. This committee will make reports to the Board Chair regarding the investigation and recommendations of steps to be taken.

Sec. 3.6 NOMINATION OF ELECTED BOARD MEMBERS. The Governance Committee shall nominate directors each year for election by the Board pursuant to Section 3.2 (Elected Directors). The Governance Committee shall solicit input from the membership, the Board, and the Executive Officers prior to developing a slate of nominations to be considered for election by the Board.

Sec. 3.7 BOARD MEMBERS EMERITI. The Governance Committee may nominate, subject to the election and approval of the Board of Directors, a “Member Emeritus” or “Members Emeriti,” who through exceptional interest, devotion and ability render their leadership in the conduct of the affairs of the Association an indispensable asset. These appointees shall be non-voting directors and shall have all other privileges and responsibilities of regularly elected Board Members.

Sec. 3.8 APPOINTED BOARD MEMBERS. The Mayor of the City of Charleston may appoint two directors, one of whom shall be the council member serving the district where the Gibbes Museum is located, and the other appointee shall be selected annually by the Mayor by written notice to the Board of Directors. The appointed Board Members shall have the same privileges and responsibilities as the elected Directors; however, they shall not be subject to term limits or minimum financial requirements.

Sec. 3.9 VACANCIES. In the event of a vacancy of the Board occurring before the expiration of a term, the Governance Committee may make a nomination from the membership of the CAA to fill such vacancy, and upon election by the Board, such individual shall serve for the remainder of the unexpired term.

Sec. 3.10 DISMISSAL. A Director may be removed from the Board of Directors if the Director does not adhere to these By-Laws, including the attendance requirement and the ethical requirements referred to in Section 3.6. If a Director is considered in violation of these By-Laws, any Director may request the Governance Committee to review the situation. A formal written charge of a Director’s alleged violation(s) must be given to such Director not less than two weeks prior to a vote, and the Director so charged must be given the opportunity to refute the charge prior to any vote being taken. A dismissal vote shall only be carried if approved by two-thirds (2/3) of the Board of Directors at a regularly scheduled Board meeting.

Sec. 3.11 REMUNERATION. No member of the Board of Directors shall receive monetary payment for his or her services to the Board of the Association. Likewise, no employee accepting remuneration from the CAA shall be a member of the Board.

Section 3.12 BOARD OFFICERS. The Board of Directors shall elect the Board Chair, who must be a prior or current Director, for a term of two (2) years. The Board Chair shall preside over all meetings of the Board and shall be a voting member of all committees. The Board Chair shall propose a Vice Chair and Co-Chairs of the standing committees over which each proposed Co-Chair shall serve as the committee Chair, taking into account recommendations from the Governance Committee. The Vice Chair and Co-chairs must be prior or current Directors. The Vice Chair shall assist the Chair in the carrying out of the duties of that office and shall perform such other duties as the Board or the Chair may from time to time direct. The Vice Chair shall be elected for a term of two (2) years. The Co-Chairs and their committee appointments shall be elected annually by the Board of Directors. The Vice Chair shall act in the place of the Board Chair when the Chair is unavailable.

ARTICLE IV

MEETINGS

Sec. 4.1 REGULAR MEETINGS. The Board of Directors shall hold no less than four meetings a year. It shall also meet at any other time to transact special business on a call of the Board Chair whenever the

Board Chair deems it necessary or whenever requested to do so by five members of the Board. Directors may conduct meetings using any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present at the meeting. The Board Chair may either adjourn or postpone any meeting if, in the Board Chair's judgment, it should be desirable to do so.

Sec. 4.2 SPECIAL MEETINGS. The Board Chair shall, upon the request of five members of the Board, call special meetings of the Board of Directors whenever such may be deemed necessary. A written notice of a special meeting of the Board shall be given to all members of the Board of Directors at least three days in advance of such a meeting. The mailing, email, and facsimile addresses of each member of the Board shall be filed with the Secretary of the Board and notices duly mailed or transmitted to such addresses shall be sufficient. The written notice herein required may be waived and any action taken at a meeting in which a quorum of the Board is present shall be valid if Directors constituting a quorum execute a written waiver of such notice.

Sec.4. 3 QUORUMS. A quorum shall consist of one-third (33%) of those Directors currently serving, including voting *ex-officio* Directors.

Sec. 4.4 MAJORITY REQUIRED. Except as provided in Section 8.1, all action taken at a Board meeting shall require the affirmative approval of a majority of Directors present at such meeting where a quorum is present.

Sec. 4.5 ATTENDANCE. A Board Director is subject to dismissal if the Director misses three consecutive meetings during a fiscal year. The Board Chair shall consult with any elected Board Director who misses three consecutive meetings during a fiscal year to determine if such Director would prefer to resign rather than be subject to dismissal pursuant to Section 3.11 (Dismissal). A record of attendance shall be kept by the Secretary and shall be made available to the Governance Committee prior to its finalization of nominations pursuant to Section 3.7 (Nomination of Elected Board Members).

Sec. 4.6 PROXY VOTE. Voting by proxy is not allowed.

Sec. 4.7 ROBERT'S RULES. The current *Robert's Rules of Order, Revised* shall be the parliamentary authority of the Association. In the event of conflict between *Robert's Rules* and these By-Laws, these By-Laws shall control.

ARTICLE V

EXECUTIVE OFFICERS

Sec. 5.1 EXECUTIVE OFFICERS. The Executive Officers of the CAA shall be the President & CEO, a Vice President, a Treasurer, and a Secretary, each of whom shall be a paid employee of the Association.

Sec. 5.2 President & Chief Executive Officer (CEO). The President & CEO shall have such duties as are more fully described in Article VII. The President & CEO shall serve as a non-voting *ex-officio* member on all committees.

Sec. 5.3 VICE PRESIDENT. The Vice President shall have the powers of the President & CEO in the President & CEO's absence or inability to act. The President & CEO shall appoint the person to serve as Vice President.

Sec. 5.4 SECRETARY. The Secretary shall attend and keep a record of all meetings of the Association and of the Board of Directors. The Secretary shall be responsible for preparing and distributing the minutes of each meeting. The President & CEO shall appoint the Secretary.

Sec. 5.5 TREASURER. The Association's Director of Finance shall serve as the Treasurer. The Treasurer shall receive and disburse the funds of the Association. The Treasurer shall report in writing at each regular meeting of the Board on the status of the current accounts of the Association and shall make a full report at the Annual Meeting of the receipts and disbursements of the past year, with such suggestions as to the financial management of the Association as the Treasurer may deem advisable. The Treasurer shall be a non-voting *ex officio* member of the Finance Committee. The Treasurer shall be the fiscal agent of the Association and shall have the power to sign and endorse checks on its behalf. The accounts shall at all times be open to the inspection of the Board of Directors.

Section 5.6 ATTENDANCE AT BOARD MEETINGS. The President & CEO and other executive officers shall attend the meetings of the Board of Directors but shall not be voting members of the Board of Directors but shall not have the right to attend the executive sessions of the Board unless specifically invited to do so by the Chair.

ARTICLE VI

COMMITTEES

Sec. 6.1 STANDING COMMITTEES. The Association shall operate with the following standing committees: Executive, Governance, Finance, Collections and Exhibitions, Human Resources, External Affairs, and Diversity, Equity, Accessibility, and Inclusion (DEAI). Co-Chairs shall be the committee Chairs of each standing committee. The Board Chair may convene other committees as the Board Chair deems necessary. Committee members shall be appointed for one-year terms. The establishment of a committee or the delegation of authority to it shall not relieve the Board or any individual Director of any responsibility imposed by these By-Laws or otherwise imposed by law.

Sec. 6.2 COMMITTEE MAKEUP. The Co-Chairs shall be selected annually to serve as the committee chairs of the Standing Committees pursuant to Section 3.2 (Board Officers). The membership of a standing committee shall be chosen by the committee Co-Chairs in consultation with the Board Chair and the President & CEO. Members of the Executive and Governance committees may be chosen only from the roster of current Board members. Other standing committees may include current Board members or individuals from the general membership of the CAA.

Sec. 6.3 EXECUTIVE COMMITTEE. There shall be an Executive Committee composed of the Board Chair, the Vice-Chair, the Standing Committee Co-Chairs, and such other members as designated from time to time by the Board Chair. The Board Chair shall be the chair of the Executive Committee. The Executive Officers shall serve as non-voting *ex officio* members of the Executive Committee. The Executive Committee shall act for the Board of Directors between meetings of the Board except the Executive Committee shall not have authority to undertake any of the following actions which require action of the full Board: appointment and termination of the President & CEO; election of Board Officers and Directors of the Board of Directors; amendments to these By-Laws and any material change in the purpose of the CAA, and merger, dissolution or liquidation of the CAA. All actions of the Executive Committee shall be reported to and included in the minutes of the Board at its next meeting.

Sec. 6.4 GOVERNANCE COMMITTEE. The Vice Chair and a Co-Chairs shall serve as the chairs of the Governance Committee. The Governance Committee shall consist of no less than three directors. The Committee shall make recommendations to the Executive Committee and Board of Directors for nominations for Directors, Board Chair, Vice-Chair and Board Co Chairs. The committee shall make recommendations regarding the role, scope, duties, and responsibilities of Directors, monitor and evaluate the participation and performance of members of the Board, and consider broadly all issues of Board development. The Committee shall review these Bylaws annually. Additionally, the Committee shall also serve as the Association's official first step in any investigation or reporting of an ethical grievance or conflict of interest, as it relates to the staff, volunteers, or directors.

Sec.6.5 FINANCE COMMITTEE. The Co-Chairs shall serve as the chairs of the Finance Committee. The Finance Committee shall consist of no less than three directors. The Treasurer shall serve as a non-voting *ex officio* member. The Finance Committee shall advise and consult with the Treasurer over current finances and concern itself with the overall fiscal welfare of the Association including the establishment of policies to be enacted by the Treasurer. The Finance Committee shall cause an audit to be prepared annually of the books and accounting records of the Association and shall be responsible for the preparation of an annual budget to be submitted for approval by the Board of Directors.

Sec.6.6 COLLECTIONS & EXHIBITIONS COMMITTEE. The Co-Chairs shall serve as the chairs of the Collections Committee. The Collections Committee shall seek, with the assistance of the President & CEO and Chief Curator & Director of Curatorial Affairs, to acquire by gift, purchase or otherwise, works of art to be held by the Association. The Committee shall recommend accessions to, deaccessions from and loans to the collection to the Board. The committee shall also provide general oversight and advocacy for the Association's collections and uphold the standards, policies, and practices of the Association's Collection Management Policy.

Sec. 6.7 EXTERNAL AFFAIRS COMMITTEE. The Co-Chairs shall serve as the chairs of the External Affairs Committee. The External Affairs Committee shall, in consultation with the President & CEO and the Chief Advancement Officer, provide guidance, consultation, and support in fulfilling the fundraising annual and long-term financial goals of the Association. It will manage events and cultivation of external support for the Association.

Sec. 6.8 HUMAN RESOURCES COMMITTEE. The Chair and Immediate Past Chair shall serve on the Human Resources Committee. The Human Resources Committee will conduct an annual review of the President & CEO for approval by the Board of Directors.

Sec. 6.9 DIVERSITY, EQUITY, ACCESSIBILITY, INCLUSION (DEAI) COMMITTEE. The Co-Chairs shall serve as the chairs of the Diversity, Equity, Accessibility and Inclusion (DEAI) Committee. The DEAI Committee will work with the Board, the President & CEO, museum staff, local and regional community groups, and other institutions to better reflect the communities we serve. It will ensure Gibbes members, artists and audiences identify the museum as a valued institution and experience a sense of belonging, regardless of race, ethnicity, nationality, sexual orientation, gender identity, age, physical/mental ability, income, or religion.

Sec. 6.10 SPECIAL COMMITTEES AND TASKFORCES. The Board Chair may also appoint any other committees and taskforces deemed necessary throughout the year.

ARTICLE VII

PRESIDENT & CHIEF EXECUTIVE OFFICER (CEO)

Sec. 7.1 President & CEO. The Board shall employ the President & CEO who will serve as the chief executive officer of the Association, and shall exercise supervision of the day-to-day operations of the Association including, but not limited to, the personnel, and programming activities of the Association. The President & CEO shall also make recommendations as to programs, budget, and maintenance of the Association to the Board of Directors and execute all policies and directives of the Board of Directors. The President & CEO shall be responsible for the employment of the Association's Director of Finance and other personnel.

Sec. 7.2 COMPENSATION. The Board of Directors shall fix the compensation and benefits of the President & CEO and may enter into such agreements regarding his or her employment as may be appropriate.

Sec. 7.3 PERSONNEL. The President & CEO shall be responsible for appointing and fixing the duties and compensation of the Association's staff, subject only to the general policies and oversight of the Board of Directors.

Sec. 7.4 ANNUAL REPORT. The President & CEO shall provide each year an annual report reviewing the work and activities of the Association for the previous year.

ARTICLE VIII

AMENDMENTS

Sec. 8.1 BY-LAWS. These By-Laws of the CAA shall be reviewed by the Board of Directors on a regular basis. Proposed amendments shall be offered and voted on at any meeting of the Board. A two-thirds (66%) majority of those present is required for passage of any additions, deletions, or alterations to the By-Laws. The Board Chair shall provide written notice of the proposed changes to the Directors no later than ten (10) days prior to the meeting.

In witness whereof, these 2023 Amended and Restated Bylaws were adopted by the Board of Directors on May 22,2023.

The Carolina Art Association of Charleston

By: *Wendi Ammons*

Its Secretary.

Printed Name: Wendi Ammons