

## **BYLAWS OF THE CULTURE AND HERITAGE COMMISSION OF YORK COUNTY**

Revised by CHC July 20, 2011  
Approved by York County Council on August 15, 2011

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Ordinance 3816 (Staggered Terms) Approved by York County Council August 15, 2016  
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### **ARTICLE I: NAME**

The name of the commission shall be “the York County Culture & Heritage Commission”, hereinafter referred to as the Commission.

### **ARTICLE II: STATEMENT OF PURPOSE**

The Commission is organized in accordance with the York County Ordinance #611, adopted May 2, 2011, and shall exist for the purposes listed in Section 32.40 of said ordinance.

In general they are to enhance general administrative functions; further the development of museums, historic sites, functions, assets and property; preserve the artistic, cultural, historic and natural history heritage of York County; promote economy in the performance of the purposes, objectives, powers and duties of the Commission; provide for a more efficient operation of the Commission and serve the public interest.

### **ARTICLE III: THE CULTURAL & HERITAGE COMMISSION**

**Section 1: General.** All business and property the Commission shall be managed by the voting Commissioners, whose number shall be seven (7).

#### **Section 2: Commissioners.**

**(a) Appointment and Terms of Commissioners.** The Culture and Heritage Commission shall consist of nine members appointed by the County Council, seven of whom shall be voting members, and two of whom shall be ex-officio members, who are not entitled to vote and who shall not be counted in determining a quorum. Voting members shall represent each of the seven County Council districts in the county. The seven voting members shall be appointed by the County Council for terms of three years or until their successors are appointed and qualified, except that of the voting members of the commission initially appointed, after the effective date of this section, not more than three members shall be appointed for terms of three years; not more than two members of the commission shall be appointed for terms of two years; and not more than two members of the commission shall be appointed to terms of one year. Ex-officio members shall be appointed for terms of three years upon their appointment after the effective date of this section. The initial term of the first nine members of the commission under this staggered term board membership shall be from the date of their carryover appointment and qualification in 2016. Members appointed to an initial term of one year shall serve until the last day of June 2017. Members appointed to an initial term of two years shall serve until the last day of June 2018. Members appointed to an initial term of three years shall serve until the last day of June 2019. Thereafter, second terms of commission membership, or subsequent terms of a representative seat, shall be for terms of three years commencing on July 1 of applicable year. However, sitting members completing a second term whose replacements have not been appointed and qualified may continue to serve up to six additional months until a successor is nominated, appointed, and qualified.

**(b) Vacancies.** Vacancies on the commission for service of an unexpired term shall be filled in the same manner as original appointment. No member shall be reappointed to serve an additional term on the Culture and Heritage Commission after serving two consecutive terms, or after resigning, until a minimum of one year has elapsed since the last service date of that member on the commission.

**(c) Attendance.** Any member of the Commission who shall be absent from 50% or more of the meetings of the Commission during any 12-month period shall be deemed to have forfeited their membership on the Commission and shall be removed without further action by the Commission or the County Council. It shall be the responsibility of the secretary-treasurer of the Commission to notify the Commission, the offending member and the County Council of the absences, removal and vacancy, and the County Council shall fill the vacancy created thereby in the manner of the original appointment, for the unexpired term of the member.

**(d) Removal, Resignation or Death.** The Commission may, by a two-thirds (2/3) vote of all its members, recommend to the York County Council the removal of any appointed member(s) of the Commission for cause. Any member of the Commission may resign by giving thirty (30) days written notice to the Chair of the Commission. The County Council shall fill the vacancy created thereby in the manner of the original appointment for the unexpired term for such Commissioner.

### **Section 3: Officers.**

**(a)** The officers of the Commission shall consist of a 1) chairperson; 2) vice-chairperson, 3) secretary-treasurer and any other officers as may be elected by a majority vote of the Commission.

**(b)** The initial chairperson of the Commission is David Plexico and other officers shall be elected by a majority vote of the Commission no later than June of 2011 for a term of office running from the date of this election until June 30, 2012.

**(c)** Beginning in May, 2012 and thereafter, all officers, including the chairperson, shall be elected by a majority vote of the Commission in May of each year for one (1) year terms of office which shall commence on July 1<sup>st</sup> of the same year. Vacancies in office shall be filled in the same manner as that officer's original selection for the unexpired term and all officers shall continue in office until their successors are elected and qualify.

**(d)** Officers of the Commission shall serve without pay, but may be reimbursed for travel and other incidental expenses incurred in connection with Commission responsibilities.

### **Section 4: Duties of the Officers.**

**(a) Chairperson.** The Chairperson shall preside over all meetings, see that all motions, orders and resolutions of the Commission are promptly carried out, be an ex-officio member of all committees that he/she does not chair and, subject to the overall direction of the Commission, direct the Museum Director to administer, supervise, and direct the Museum's affairs and operations.

**(b) Vice-Chairperson.** The Vice-Chairperson shall perform the duties of the Chair in his/her absence or in the event of his/her death, inability or refusal to act and, when so acting, have all the powers of and be subject to all the restrictions upon the Chairperson and perform such other duties as from time to time may be assigned to him/her by the Chairperson or by the Commission.

**(c) Secretary-Treasurer.** The Secretary-Treasurer shall ensure that minutes are taken and official records are maintained for all proceedings of the Commission and Executive Committee which may include all records of action by the Commission and maintenance of copies or organizational documents of the Commission, and ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

The Secretary-Treasurer shall monitor the receipt and disbursement of all funds of the Commission in accordance with the procedures established by the Executive Committee, ensure that the staff is keeping full and accurate accounts and presenting financial statements as required by the Commission, and deliver to his/her successor all books and financial records.

**Section 5: Compensation.**

Members of the Commission shall serve without pay, but travel and other incidental expenses may be provided upon approval of the Chairperson and the Secretary-Treasurer of the Commission; subject, however, to compliance with statutes, ordinances, policies and procedures established by the County Council for reimbursement of expenses for county boards, agencies and commissions.

**Section 6: Powers and Duties.** The Commission shall have the following powers and duties:

- (a) Recommend by-laws for the management and regulation of its business and affairs, which must be approved by the County Council before becoming effective;
- (b) Elect officers and prescribe the duties and responsibilities of the officers, provided, however, that the first chairperson of the Commission shall be appointed by the York County Council;
- (c) Establish and appoint committees and subcommittees. The Commission shall not delegate or devolve any power, duty or responsibility conferred upon the Commission under the general law or the provisions of this subchapter to any committee or subcommittee of the Commission;
- (d) Establish and implement policies and carry out programs and projects as may be advisable in order to effectuate and implement the objectives of this subchapter and the ordinances and policies of the county; subject, however to the availability of funds. The Commission shall not make or enter into any contract or agreement involving or requiring an expenditure of funds in excess of funds appropriated by the County Council or made available to the Commission from other sources;
- (e) Accept donations of or purchase art, artifacts, services, manuscripts, photographs, memorabilia, government records, books, buildings and grounds and other items suitable for use by the Commission in order to preserve the cultural, historical and natural heritage of all of the county's citizens, as well as other materials collected by donation or purchase suitable for educating the citizens of the county about the matters of cultural, historical and natural heritage issues in general. All real property owned or used by the Commission or any related entity for Commission purposes shall be transferred to the county by the persons or entities owning title thereto and all real property used or acquired for Commission purposes shall be owned, purchased, leased, held, conveyed or disposed of in the name of the county by the County Council. All personal property, collections, artifacts, exhibits and items suitable for use in the programs and projects of the Commission shall be held by the Commission in trust for the benefit of York County;
- (f) To serve as an official repository of the county government records on loan to or entrusted to the care of the Commission by governing body of the county. The records will be maintained by the Commission at the historical center of the county, currently located in the McCelvey Center and shall not be relocated by the Commission to any other locations without the prior written approval of the County Council;
- (g) Submit an annual budget and plan of operation to the County Council before April 1<sup>st</sup> of each year for the next ensuing fiscal year, which shall include an organizational chart listing the recommended number of positions, the job title for each description, the proposed salary range for each position, an explanation of the proposed functions, duties and responsibilities of each staff member and employee of the Commission, a list of proposed projects, programs, functions and capital administrative costs, expenditures, revenues and programs which the Council may approve, modify or reject;
- (h) Receive and expend grants, gifts, donations, appropriations, admission fees and user fees from any public or private source for the operation, maintenance, expansion or improvement of property, sites, collections, programs or educational or other activities of the Commission;
- (i) Apply for and seek the approval of the County Council for the purchase, sale, lease, use or exchange of real property for the use of the Commission or any related entity. All real property used by the Commission or any related entity for Commission purposes shall be owned, purchased, leased,

exchanged, acquired, sold, conveyed, transferred or disposed of by the County Council in the name of the county;

**(j)** Purchase, lease, acquire, receive, hold, own or use personal property, artifacts, collections, displays, exhibits, manuscripts, photographs, memorabilia, government records, books and other items suitable for use by the Commission in trust in the name of the Commission. The Commission shall be operated in all respects as a tax-exempt commission under provisions of the Internal Revenue Code;

**(k)** Operate, maintain and make available to residents of the county one or more museums, historical sites, planetariums collections, repositories or other projects, with the programs as may be suitable for use by the commission in order to preserve the cultural, historical and natural heritage of the county and its citizens as may be deemed appropriate or advisable for those purposes;

**(l)** File annually a detailed report of its operations and expenditures for the previous fiscal year with the County Council;

**(m)** Locate, select, conserve, restore, develop, appropriately mark and preserve sites, buildings, rooms, facilities, equipment, exhibits, displays, collections, artifacts, manuscripts, services, photographs, memorabilia, government records, books, buildings, grounds or other sites or items suitable for use by the Commission in order to preserve the cultural, historical and natural heritage of the county and its citizens;

**(n)** Perform all duties and responsibilities and exercise all powers devolved upon or granted to the county's Historical Commission with respect to abandoned cemeteries under Chapter 155, Appendix B, Exhibits 1 – 5, zoning and develop standards; and

**(o)** Develop, revise, amend and implement mission statements for the Commission not inconsistent with the provisions of this subchapter.

**(p)** Cause an annual audit of all books, financial records and transactions of the Commission by auditors approved by the York County Council and provide a copy of such audit to the York County Council.

**(q)** All real property owned or used by the Commission or any related entity for Commission purposes shall be transferred to the county by the persons or entities owning title thereto and all real property used or acquired for Commission purposes shall be owned, purchased, leased, held, conveyed or disposed of in the name of the county by the County Council. All collections, artifacts, exhibits, items suitable for use in the programs and projects of the Commission, and personal property shall be owned and held by the Commission in trust; and all personal property, collections, artifacts, exhibits or items shall be purchased, leased, held, conveyed or disposed of by appropriate action of the Commission taken at a regular or special meeting after proper notice with a quorum present, and any action shall be recorded in the minutes of the meeting at which action was taken. The commission shall annually file with the County Council a report and accounting of all real property owned, leased or used by the county or the Commission or any related entity for Commission purposes. However, the Commission shall not sell, convey or otherwise dispose of a material portion of the collection or other personal property held in trust by the Commission for the benefit of York County nor shall the Commission purchase, lease or otherwise acquire a significant body of items or personal property such as to materially alter the nature or character of the collection without the prior approval of the County Council.

**(r)** The Commission shall also file an annual report and accounting of personal property, collections, exhibits, artifacts, grants, appropriations, gifts, revenues or donations owned, held, used, received, transferred, purchased, sold, leased or disposed of by the Commission during the previous fiscal year with the County Council. In the event the Commission is dissolved, the collections, artifacts, exhibits and property of the Commission shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) or 170 (c) (2) of the Internal Revenue Code, as amended, or corresponding or related sections of prior or future internal revenue codes, or to the federal, state or local government for public purposes, and all other real and personal property shall be transferred and conveyed to the county.

## **Section 7: Committees**

**(a) Committees of the Commission.** Standing committees shall include an Executive Committee, Finance Committee, and Governance Committee. Other committees may be formed at the Commission's discretion. Only voting commissioners will serve as members of the standing committees and each shall serve on at least one committee. The term of the committee members shall be concurrent with the member's commission term.

**(b) Committee Chairs.** The chair of the Executive Committee shall be the Commission chairperson. The chair of the Finance Committee shall be the Commission Secretary/Treasurer. The chair of the Governance Committee shall be the Commission Vice-Chairperson.

**(c) Executive Committee.** The Executive Committee consists of all voting members of the Commission.. The Committee shall provide the strategic planning for the Commission. It shall establish procedures to allow the orderly flow of completion of Commission duties. It shall conduct workshops and receive staff input as required.

**(d) Finance Committee.** The Finance Committee is established to assist the Commission in fulfilling its oversight and fiduciary responsibility and oversees the functioning and financial health of the organization. This committee shall oversee the preparation of the annual budget, the financial statements, submittals to the York County Council and establish procedures for the interface between the Commission and the York County Treasurer.

**(e) Governance Committee.** The Governance Committee shall provide oversight of all personnel related matters, operational issues and policies necessary to ensure consistent and efficient conduct of the business of the Commission. The Governance Committee will annually evaluate the performance of the Museum Director and submit the evaluation to the Executive Committee.

(f) Other committees that are authorized by the Commission (ie. Collections, Fundraising, and others) will submit their charters for approval. These committees will consist of up to seven (7) members, with the chair appointed by the Commission Chairperson. Also, staff, ex officio board members, or volunteers may be voting members of these committees.

## **Section 8: CHM Personnel.**

The commission shall employ a staff, consisting of an Executive Director and other employees, consistent with the availability of funds, as may be necessary to implement and carry out the purposes and objectives, policies, functions, duties, responsibilities and programs of the Commission, all of whom shall be at-will employees of the Commission. Full authority for day-to-day operation and management of the museums shall vest in the Executive Director or, in the absence of an Executive Director, to an otherwise full-time qualified museum professional appointed by the Commission. With respect to personnel practices, policies and procedures, the provisions of Chapter 33 of the York County ordinances shall apply to the Commission unless a specific written exception has been approved by the County Council.

The Commission annually shall submit to the County Council, with its budget request, an organizational chart listing the recommended number of positions, the job title for each description, the proposed salary range for each position, and an explanation of the proposed functions, duties and responsibilities of each staff member and employee of the Commission, which the Council may approve, modify or reject.

The Commission shall use the services of York County administrative and operational departments to conserve costs and avoid duplication of efforts in functions like human resources, finance, purchasing, information technology and general facility maintenance. All positions of the Commission which duplicate existing County administrative and operational functions, departments and positions, including human resources, finance, purchasing, information technology, general facility maintenance and other positions which duplicate existing functions, positions and resources of York County shall be eliminated unless specifically approved by the York County Council.

**Section 9: Adoption of Policies & Procedures.**

The Commission shall adopt policies and procedures relating to purchasing, the acquisition and disposal of Commission collections, conflicts of interest and freedom of information not inconsistent with the general law and statutes of the state and the ordinances and policies of the county. The Commission shall also adopt and use York County ordinances, practices and procedures relating to the submission, approval and management of an annual line item budget, transfers of funding between budget line items and authorization of expenditures and other financial transactions involving budgeted funds as if the Commission were an internal county department unless a written exception has been approved by the County Council.

**Section 10: Commissioners' Liability.**

The Commissioners shall not be liable for loss to the Commission, including any loss incurred on investment of the Commission's funds, except in the event of intentional misconduct.

The Commissioners are also not liable for any litigation brought against them for any actions done on behalf of the Commission.

**Section 11: Meetings.**

**(a) Regular and Special Meetings.** Regular meetings of the Commission shall be held not less than quarterly. Notice of all meetings shall be published in accordance with South Carolina law. Upon the call of the Chair or a majority of the Commissioners, and upon prior notice in writing or by telephone call to all Commissioners, the Commission shall hold special meetings. All meetings shall be held when and where deemed appropriate.

**(b) Notice of Meetings.** All Commissioners shall be entitled to twenty-four (24) hours notice of any meeting of the Commission or the Executive Committee; provided, however, that a Commissioner may waive such notice by submitting a signed waiver either before or after the meeting, or by attending the meeting for other than the sole purpose of objecting to the meeting on the grounds that it is not lawfully called or convened.

**(c) Quorum.** The presence of a simple majority of the Commissioners is necessary for a quorum for the transaction of business. The Commission shall act by a simple majority vote of the Commissioners present unless provided otherwise in these Bylaws, as long as a quorum is present in person for meetings which have been properly noticed as described in Section 11(b) above.

**(d) Executive Committee Meetings/Quorum.** Meetings of the Executive Committee shall be held as deemed necessary by the Chairman. A simple majority of the membership of committee shall constitute a quorum.

**(e) Conduct of Meetings.** All meetings of the Commission shall be conducted in substantial conformity to the latest edition of Robert's Rules of Order. The Chair shall vote on all motions and actions of the Commission except where the Chair declares a conflict of interest exists.

**ARTICLE IV: ADOPTION & AMENDMENTS**

**Section 1: Adoption.**

These Bylaws shall be adopted when approved by a 2/3 vote of the voting Commissioners present at any meeting of the commission provided a quorum is present. These Bylaws must be submitted to and approved by the York County Council before they are effective.

**Section 2: Amendments.**

These Bylaws may be amended by a 2/3 vote of the voting Commissioners present at any meeting of the Commission provided a quorum is present and they were received seven (7) days in advance. These amendments must be approved by The York County Council before they are effective.