

The Bylaws of COLLETON EDUCATION FOUNDATION

Article I Organization

Section 1

This organization shall be known as "Colleton Education Foundation," herein referred to as "CEF."

Section 2

This organization shall be a non-profit corporation recognized as such by the state of South Carolina and will operate in accordance with all state laws governing private, non-profit foundations.

CEF shall have no capital shares or shareholders, and its business and affairs shall not be conducted for the private pecuniary gain or profit, nor shall any of CEF's income, gain, profit or property inure to the members thereof, nor officer or director thereof, but CEF's entire income, gain, profit, net earnings, and property shall be devoted exclusively to the uses and purposes as set out in CEF's purpose and mission statement found in Article II of these bylaws.

Section 3

The property, assets and income of CEF may not be used for the personal or private remuneration or benefit of any of the members nor officers nor directors of CEF. Should CEF be dissolved or any or all of the assets and property of CEF be liquidated, the proceeds thereof shall be used or donated to a purpose or another non-profit entity which would promote the activities of CEF as defined in Article II of these bylaws.

Section 4

The CEF fiscal year shall run from July 1 to June 30 of each year.

Section 5

CEF shall be governed by a board of directors, herein referred to as the Board. The CEF board shall consist of nine (9) members. The CEF Board of Directors will be as described in Article IV, Section 2 of these Bylaws. The CEF Board shall be the governing body of CEF and shall have all authority to conduct the business and affairs of CEF.

Article II Purpose And Mission of The Organization

CEF shall serve as a vehicle for people, businesses, and communities in Colleton County to come together to work toward prosperity through support and enhancement of education. CEF recognizes that every person has the need to have meaningful employment in order to be able to secure the basic needs of life. Further, that an education is the key to securing meaningful employment but that many children in the county lack the support and resources necessary for staying in school and obtaining an education. Therefore, Colleton Education Foundation desires to:

- foster a caring and supportive environment through the development of relationships with area businesses and organizations
- provide the necessary resources that may be lacking in the lives of children which hinder their ability to succeed in obtaining an education
- provide encouragement and instill hope that an education is obtainable by every child
- promote opportunities for concerned citizens in Colleton County to participate in the educational process.

Article III Operation and Fulfillment of Purpose

Section 1

Colleton Education Foundation proposes to raise funds through local fundraising activities and events, by applying for grants and participating in corporate giving programs.

Section 2

Funds granted to organizations or individuals associated with the Colleton County School District will be disbursed through the Colleton County School District, acting as fiduciary agent, in accordance with a Memorandum of Understanding.

Section 3

Funds will be granted out to established local educational organizations such as public schools, literacy organizations, and public education programs in accordance with a written grant agreement upon application and approval of the CEF Board. Applications will be funded at the Board's discretion based upon the merit of the request inasmuch as it furthers the mission and purpose of CEF and the availability of funds. The Board will consider applications without regard to race, color, national origin, gender, religion, age, disability, political beliefs, sexual orientation, and marital or family status.

Grant funds may be used to provide:

- an academic organization with funds for trips to academic competitions, pay fees and costs for academic activities or competitions;
- a class with funds for transportation for field trips or supplies for projects;
- a school with equipment or supplies at times when budgets are under funded;
- and other projects, at the Board's discretion, that fulfill the purpose and mission of CEF.

Article IV Membership

Section 1

CEF shall have no members but will consist of the Board of Directors and any number of Friends and Supporters.

Section 2

Friends and Supporters will have the following role and duties in CEF:

- Shall on an annual basis pay dues in the form of a monetary donation or donation of goods or services in support of CEF. The Board will make an annual review of these dues and adjust them to insure that anyone interested in furthering the mission of CEF is able to participate.
- Shall be involved with the raising of funds
- Shall be involved with establishment of networks and programs to carry out the mission of CEF.
- Shall be free to and encouraged to bring matters for funding and action before the board for consideration.

Article V CEF Board Members and Officers

Section 1

The CEF Board will be a self perpetuating board where members serve for three-year terms for no more than three terms. Members of the Board will be volunteers who will serve without compensation. Terms shall be staggered so as to have no more than three members with terms ending in the same year.

Section 2

The composition of the Board shall endeavor to mirror the racial and ethnic composition of Colleton County as published in the most recent US Census.

Section 3

When a Board member's tenure of office ends, the outgoing Board member will recommend their replacement for consideration by the remaining board members. Two-thirds of the Board members must agree to seat a new Board member.

Section 4

The CEF Board will develop a Conflict of Interest Policy. The Policy will be reviewed annually by the CEF Board. CEF Board members will read and sign their acceptance of the Conflict of Interest Policy. Members of the Board will abstain from acting in any decision where a Conflict of Interest arises. All Board Members must report any perceived conflict of interest, and adhere to the CEF Conflict of Interest Policy.

Conflict of interest is defined as follows: *Conflict of Interest* (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust.

Section 5

CEF Board members are prohibited from lobbying any local, state, or federal elected official in accordance with IRS regulations.

Section 6

At the first official meeting of the Board, the following officers shall be elected:

- Chairperson
- Vice Chairperson
- Secretary
- Treasurer

Section 7 Duties of Officers:

Chairperson

- Serve as the chief executive officer of CEF
- Have general and active management of the business of CEF
- Preside over all CEF Board meetings and serve ex-officio member of all committees
- Oversee all financial matters of CEF
- Provide leadership and direction to CEF
- Responsible to the CEF Board
- Shall see that all actions approved by the Board are carried out
- Ensure that CEF complies with all applicable state and local laws and regulations governing non-profits

Vice Chairperson

- Serve as the chief executive officer of CEF in the absence of the Chairperson
- Assist Chairperson with management of the business of CEF
- Preside over all CEF Board meetings in the absence of the Chairperson
- Assist the Chairperson with oversight of all financial matters of CEF
- Provide leadership and direction to CEF
- Responsible to the CEF Board
- Assist Chairperson with carrying out all actions approved by the Board
- Ensure that CEF complies with all applicable state and local laws and regulations governing non-profits

Secretary

- Record minutes at all meetings and maintain permanent record of such
- Preserve all CEF records in permanent fashion in format suitable for distribution to Board members and supporters
- Notify Board members of meetings as needed
- Assemble and prepare reports for meetings
- Maintain current roster of supporters
- Perform all duties of correspondence as directed by the Chair of the CEF Board
- Ensure all paperwork and correspondence is in order with any fiscal sponsorship organization
- Keep CEF Board informed of all business of CEF

Treasurer

- Handle all financial transactions and/or coordinates transactions with any fiscal sponsorship organization
- Maintain financial records according to general accounting standards. These records shall be subject to and available for review by the board at any time
- Prepare treasurer's report for board meetings
- Prepare tax documents as needed with assistance of appropriate professional accounting personnel or with any fiscal sponsorship organization
- Handle all aspects related to financial record keeping of CEF, including but not limited to accepting and distributing funds; maintenance of receipts, etc.
- Insure that CEF complies with all financial accounting rules and regulations of state, local, and federal governing bodies

Section 8 Area Coordinators and Standing Committees

CEF shall have the following standing committees that will be chaired by a member of the Board of Directors of CEF:

- Fundraising Committee
- Supporters and Friends Committee
- Business Liaison Committee

Section 9 Duties of the Standing Committees

Fundraising Committee

- Propose functions and activities to raise funds to support CEF and its activities

- Develop a budget for CEF

Supporters and Friends Committee

- Propose requirements for acceptance of Friends and Supporters
- Act as liaison between Friends and Supporters and the Board
- Perform outreach to enroll Friends and Supporters
- Provide recommendations to the Board for ways to acknowledge and honor the contributions of Friends and Supporters

Business Liaison Committee

- Act as a liaison between businesses in the area and the Board
- Conduct outreach to enlist business participation with CEF
- Develop ways for area businesses to establish relationships with schools, educators and students that will further the mission of CEF

Article VI Meetings

Section 1

The CEF Board will meet at least quarterly but as often as needed to effectively conduct the business of CEF. Additional meetings of the Board may be called at the request of at least two members of the Board. All Board members will be notified of any meeting by e-mail or written notification in the mail to the home address of the Board Member.

Section 2

The Board will determine at its first meeting of the calendar year the frequency and times of its meetings.

Section 3

The open forum period of board meetings may be attended by any Friend, Supporter or other interested party. Only members of the CEF Board have the privilege of voting on CEF business at meetings.

Article VII Bylaws

Section 1

Any article, section, or paragraph of these Bylaws may be added, changed or completely deleted by a two-thirds vote of the members of the CEF Board.

Section 2

At least annually the Board will review these Bylaws to determine if changes should be made to insure that the Bylaws are pertinent and relevant to the mission of CEF.

Section 3

Any and all changes, additions or deletions of the Bylaws will be reviewed by a licensed attorney to ensure that the Bylaws comply with all local, state and federal laws, rules and regulations.

The preceding Bylaws were adopted by the Colleton Education Foundation on this 8th day of December, 2009.

Lynn M. Huggins

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