

BY-LAWS

SOUTH CAROLINA SCHOOL FOR THE DEAF ALUMNI ASSOCIATION

A South Carolina Nonprofit Corporation

ARTICLE I: NAME

The name of this Corporation is South Carolina School for the Deaf Alumni Association, A South Carolina Nonprofit Corporation ("Alumni Association") Inc.

ARTICLE II: MISSION STATEMENT

"The mission of the South Carolina School for the Deaf Alumni Association is to support the South Carolina School for the Deaf and the Blind (SCSDB) by staying connected with our alma mater, contributing to the SCSDB with various events and activities, and being role models for future alumni of our deaf and hard-of-hearing students."

ARTICLE III: OFFICES

Registered Office: The registered office of the Alumni Association shall be maintained at an address within the State of South Carolina designed by the Board of directors.

Other Offices: The Alumni Association may maintain such other offices, within or without the State of South Carolina as the Board of Directors may designate, or as the business of the Alumni Association may require.

ARTICLE IV: CORPORATE PURPOSES AND POWERS

- A. The Alumni Association will remain in close contact with the membership's Alma Mater, The South Carolina School for the Deaf and Blind (" School "). The Alumni Association's objective is to lend every effort possible to the growth and maintenance of the School and to the social and professional advancement of deaf and Hard of Hearing children.
- B. The Alumni Association shall be a public benefit corporation under 33-31-101, etc. seq, of the South Carolina Nonprofit Corporation Act. The purpose for which the Alumni Association is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of 501©(3) of the Internal Revenue Code, and to that end to take and hold by bequest, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein , without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Alumni without limitation, except such limitations, if any , as may be contained in the instrument under which such property is received, these Bylaws , or any laws applicable thereto; to any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers or members except as permitted under the South Carolina Nonprofit Corporation Act.

- C. No part of the net earnings of the Alumni Association shall inure to the benefit of any director, officer or member of the Alumni Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Alumni Association affecting one or more of its purposes), and no director, officer or member of the Alumni Association ,or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Alumni Association . No substantial part of the activities of the Alumni Association shall be the carrying on of propaganda, or otherwise attempting , to influence legislation , and the Alumni Association shall not participate in or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.
- D. The Alumni Association shall distribute its income for each taxable year at such time and in such a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- E. The Alumni Association shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- F. The Alumni Association shall not retain any excess business holding as defined in Section 4943©of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- G. The Alumni Association shall not make any investment in such manner as to subject it to tax under Section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- H. The Alumni Association shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws
- I. Notwithstanding any other provision of these Bylaws, the Alumni Association's Constitution (" Constitution ") , or Board Policy Guidelines, the Alumni Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501©(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended , or by an organization , contributions to which are deductible under Section 170©(2) of such Code and Regulations as they now exist or as they may hereafter be amended.
- J. Upon the dissolution of the Alumni Association or the winding up of its affairs, the assets of the Alumni Association shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify under the provisions of Section 501©(3) of the Internal Revenue Code amended. Dissolution to South Carolina School for the Deaf is under the Deaf Department.

ARTICLE V: BOARD OF DIRECTORS

A. ELECTION:

The Board of Director shall be plus Board members, other directors shall be elected by the initial director. Thereafter, the directors of the Alumni Association shall be elected separately by membership ballot every two years (in the even-numbered year) during the Alumni Reunion. The Board of Directors shall be voted during the even numbered years which means President, Vice President, Secretary and Treasurer. The three \$Member at Large Board Members will serve a two-year term and are voted on during the odd numbered years. No voting by mail or proxy shall be allowed. No person may be admitted as a director without his consent.

All newly elected directors shall be sworn in immediately after the election and shall subscribe to the following oath:

"I hereby pledge myself to faithfully perform the duties of my office, to the best of my ability, and to uphold the Constitution and by-laws of South Carolina School for the Deaf Alumni Association."

B. NUMBER:

The Board of Directors shall consist of the officers named herein and three members – at –large.

C. RIGHTS OF DIRECTORS:

All rights of a director including the right to vote shall cease on the termination of his membership on the Board of Directors. No director shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Alumni Association. No directors may transfer his position on the Board of Directors or any right arising therefrom.

D. RESIGNATION:

Any director may resign at any time by giving written notice of such resignation to the President of the Alumni Association. In the event the President resigns, he or she is to submit in writing to the Secretary of the Alumni Association. The Board is to act on the resignation within 30 days.

E. VACANCIES :

Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of directors made by an amendment to these by –laws or the Constitution, may be filled for the not expired portion of the terms by the President, subject to the approval of the Board. Any member in good standing and eligible for it may be chosen the appointee to serve until the Alumni Reunion following.

F. BOARD POLICY GUIDELINES:

The Board OF Directors will prescribe policy declarations in the form of Board Policy Guidelines. These policies are to be followed by each director and officers of the Alumni Association. The Policy Guidelines may be amended from time to time, as needed, by the Board, subject to the approval of the membership.

G. MEETINGS:

The meeting of the Board shall be held at least twice a year and may, from time to time, meet by email or telephone as often as is necessary. All meetings shall be governed by Robert's Rules of Order, Revised. The president of the Alumni Association shall have the power to call a meeting of the Board, at such time and place as he or she deems necessary, to consider such business in his or her judgment, requiring their presence.

H. TECHNOLOGY:

The Board of Directors, Executive Committee, Standing Committees , Special Committees , and subcommittees of the Board of Directors may conduct its business by electronic or conventional means including email, telephone, fax, computer, telephone conference, electronic communication means or other appropriate means , provided that all members have access to the information and / or debate through one or more of the means listed.

I. NOTICE OF MEETING:

Written notice of any meeting of the Board shall be emailed to each Board Member at least 14 days prior to the date of the meeting. Meeting of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any director's meeting.

J. QUORUM:

Four (4) members of the Board shall constitute a quorum.

K. VOTING:

At every meeting of directors each director shall be entitled to vote in person. There will be no voting by proxy. Each director of the Alumni Association shall be entitled to one vote. Upon the demand of any director, the vote upon any question before the meeting shall be by ballot.

L. INFORMAL ACTIONS BY DIRECTORS:

Any action required to be taken at a meeting of the directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

M. CONTRACTS AND SERVICES:

The directors and officers of the Alumni Association may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Alumni Association, and may freely make contracts, enter

transactions, or otherwise act for and on behalf of the Alumni Association, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for others persons or corporations, or may be interested in the same matters as shareholders, directors, or otherwise; provided, however, that any contact, transaction, or act on behalf of the Alumni Association in a matter in which the directors, or otherwise shall be at arm's length and violate of the proscriptions in the Articles of Incorporation against the Alumni Association 's use or application of its funds for private benefits; and provided further, that no contract, transaction , or act shall be taken on behalf of the Alumni Association if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however shall any person or other entity dealing with the directors and officers to enter into and consummate any contracts, transaction, or other action.

N. COMPENSATION:

Directors shall not receive any stated salary for their services as such , but pursuant to Board Policy Guidelines, will be reimbursed for certain expenses incurred in connection with Alumni Association business (see the Board Policy Guidelines for more complete description).

O. FUNCTIONS: The functions of the Alumni Association's Board shall be:

- A. The Business and property of the Alumni Association shall be managed and controlled by the Board of Directors. The Board of Directors shall have general control of the affairs of the Alumni Association between Alumni Reunions. It shall aim to carry out the expressed will of the Alumni Association so far circumstances may render it wise and allowable.
- B. The Board shall assume the responsibility of handling the concession at all athletic events to raise the funds for the Alumni Association's needs of running the Alumni's office, or help to provide the needs for the Deaf Department at the School.
- C. Determination of policies, governing principles, programs, financial procedures, and courses of action.
- D. To act officially only as a whole Board. Individual members may not act in official capacity without specific delegation of authority.
- E. To recognize the president as the spokesperson of the Board of Directors; the President defines policies and interprets decisions of the Board as required, and performs other duties as specified herein.
- F. To perform any and all duties as prescribed by these by-laws, the Constitution, or the Board Policy Guidelines.

P. Removal of Directors or officers:

Any directors or officers may be removed from office by the affirmative vote of two-third of the full Board at any regular or special meeting called for that purpose , for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any Board member failing to appear at three (3) consecutive Board meetings, without good cause, shall be dismissed. Any such officer or director proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appeal before and be heard at such meeting.

ARTICLE VI: OFFICERS

A. NUMBER:

The officers of the Alumni Association shall be the President, Vice President, Secretary, and Treasurer. A husband and wife shall not hold the offices of President and Treasurer at the same time. No person may hold more than one office at a time.

B. ELECTION, TERM OF OFFICE, AND QUALIFICATIONS:

The officers of the Alumni Association shall be elected separately by ballot every two years
(In the even- numbered year) during the Alumni Reunion by the members present. No voting by mail
Or proxy shall be allowed. All the officers of the Alumni Association, including the Board, shall be
Resident of the South Carolina throughout their term. Only members with full membership status,
And in good standing, may hold officer or director positions. The officers of the Alumni Association,
including the Board, shall hold their offices until their respective successors have been duly elected
And qualified, unless removed for reason before the expiration of their term. The three Member at Large
Board Members shall serve a two-year term and voted on during the odd-numbered years

All newly elected director shall be sworn in immediately after the election and shall subscribe to the following oath:

**"I hereby pledge myself to perform faithfully the duties of my duty office, to the best of my ability,
And to uphold the Constitution and by-laws of the South Carolina for the Deaf Alumni Association "**

C. VACANCIES:

Vacancies in any of the offices of the Alumni Association, other than the President, subject to the approval of the Board. Any members in good standing and eligible for the same may be chosen the appointee to serve until the Alumni Reunion following such appointment.

D. PRESIDENT:

The President shall preside at all meetings in Alumni Reunions and at meetings of the Board and at any other official meetings under the jurisdiction of the Alumni Association. The president shall be an ex- officio member of all committees. He / She shall appoint the Parliamentarian, subject to the approval of the Board. And He / She performs all other duties pertaining to that office.

E. VICE PRESIDENT:

At the request of the President, or in the event of his absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President. He / She shall be a Chairperson of the Law Committee. He / She must be ready at all times to perform such additional duties as may be assigned by the President or the Board. Ex- Officio for the Hall of Fame Committee.

F. SECRETARY:

The Secretary shall have charge of such books, documents, and papers as the Board may determine. He / She shall attend and keep the minutes of all Alumni Reunion meetings, meetings of the Board of Directors and any official meetings. He / She shall prepare minutes for the Alumni Reunions and shall permit inspection of the official books, papers, etc. He / She shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the Alumni Association, showing their places of residence, and such books shall be open for inspection as prescribed by law. He / She shall, in general, perform all the duties in incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors.

G. TREASURER :

The Treasurer shall have the custody of all funds, property, and securities belonging to the Alumni Association, subject to such regulations as may be imposed by the Board of Directors. He / She shall keep a true and faithful account of all receipts and disbursements. He / She shall collect dues from members and all proceeds from any person or committee in charge of fundraising, and shall receive all monies from any member charged with collection thereof. He / She shall be prepared to have his / her books, vouchers, receipt stubs, and all other papers necessary for the verification of his / her accounts, examined and audited at any time by the Auditing Committee and / or the Board. He / She shall provide the Secretary and president with an up –to –date list of members in good standing at the time of each Board meeting. He / She shall be bonded in such amounts as the Board deems advisable.

H. GOVERNANCE:

All officers are governed by and required to follow the Alumni Association's policies and procedures as set forth in these By-Laws, the Constitution, and the Board Policy Guidelines.

I. COMPENSATION:

Officers shall not receive any stated salary for their services as such, but pursuant to Board Policy Guidelines, will be reimbursed for certain expenses incurred in connection with Alumni Association business (see the Board Policy Guidelines for a more complete description).

J. REMOVAL:

Any officer may be removed from office by affirmative vote of two – third of all the directors at any regular or special meeting called for that purpose, of nonfeasance, malfeasance, misfeasance, for conduct detrimental to the interests of the Alumni Association, for lack of sympathy with its objects, or for refusing to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

K. RESIGNATION:

Any officer may resign at any time by giving written notice of such resignation to the President of the Alumni Association. In the event the President resigns, He / She is to submit in writing to the Secretary of the Alumni Association. The Board is to act on the resignation within 30 days.

ARTICLE VII

STANDING COMMITTEES

1. AUDITING COMMITTEE:

The Auditing Committee shall consist of three (3) good standing members and Associate members appointed by the President, subject to the approval of the Board. This committee is to examine and audit all financial reports and records of the Treasurer every three months. The Chairperson shall make a report at the Annual Alumni Reunion and / or the Board Meeting.

2. LAW COMMITTEE:

The Law Committee shall consist of the Vice President and two (2) members appointed by the President, subject to the approval of the Board. This committee is to fully research and present any proposed amendment to the Constitution and / or By-Laws at the Alumni Reunion.

3. PLANNING COMMITTEE:

The Planning Committee for the Homecoming Event must be decided on before or at the Annual Alumni Reunion preceding the event. The Chairperson, who shall be elected by the Board, will appoint his own committee, subject to the approval of the Board.

4. ASSOCIATE BOARD COMMITTEE:

The Associate Board Committee shall consist of the Board of the Directors. They are to advise and counsel the Board of Commissioners of the South Carolina School for the Deaf and the Blind of their wishes, suggestions and recommendations for the School.

5. MUSEUM COMMITTEES:

The Museum Committee shall be headed by the Director, who shall be appointed by the President, subject to the approval of the Board. The director must be a South Carolina Resident and he / she shall appoint his own committee, subject to the approval of the Board.

- A. The Museum Committee shall have a permanent Historian.
- B. The Cedar Spring School Foundation for the Deaf, the Blind and the Handicapped shall have access to the Cedar Spring School Museum with approval of the Museum Director.
- C. All the properties of the Cedar Spring Museum must be marked prominently as property belonging to the Cedar Spring Museum.

6. HALL OF FAME COMMITTEE:

The Hall of Fame Committee shall be headed by the Chairperson, who shall be elected by the members. The Chairperson shall appoint his own Executive Board, subject to the approval of the Board of Directors. The Chairperson shall have the power to remove any Executive Board Member for cause, subject to the approval of the Board. The Hall of Fame Committee shall hold an annual banquet during the homecoming weekend.

ARTICLE VIII

MEMBERS AND MEETING OF MEMBERS

1. MEMBERSHIP

- A. All graduates or former students of the South Carolina School for the Deaf at Spartanburg shall be entitled to full membership on payment of the membership dues.
- B. Spouses of the graduates for former students of the school and other interested deaf and hearing persons (admitted on approval of the Alumni Association) may become associate members of the Alumni Association upon payment of the membership dues; they shall have voice privileges at each meeting. They shall neither hold any office, including director, nor have voting privileges.
- C. The administration and the faculty members of the School, including the retired staff, shall be admitted to the Alumni Association as honorary members.

2. DUES:

- A. Full membership: Dues shall be ten dollars (\$10.00) per year or fifty dollars (\$ 50.00) for lifetime membership.
- B. Associate Membership: Dues shall be eight dollars (\$ 8.00) per year or forty dollars (\$ 40.00) for lifetime membership.
- C. Registration Fee: There may, at the discretion of the Board, be a registration fee of ten dollars (\$ 10.00) charged for attendance at the Annual Alumni Reunion.

3. RIGHTS OF MEMBERS:

The right, if any, of a member to vote shall cease on the termination of his / her membership. Any member holding full membership is eligible to hold any office, including director. No members shall be entitled to share in the distribution of the corporate assets upon the dissolution of Alumni Association. No members may transfer his / her membership or any right arising therefrom. Associate Members will have voice privileges only at any meeting of the membership. They shall not hold any office. They shall not have any voting privileges.

4. RESIGNATION OF MEMBER:

Any member may resign from the Alumni Association by delivering a written resignation to the president or Secretary of the Alumni Association.

5. Bi-ANNUAL MEETINGS:

The Bi-Annual Alumni Association Reunion of the members of the Alumni Association shall be held in the spring, at the place and on a date agreed upon by the Board of Directors, for the purpose of election directors, and for the transaction of such other business as may properly come before the meeting. All meetings shall be governed by Robert's Rules of Order, Revised.

6. QUORUM:

A quorum shall consist of Four (4) out of seven (7) officers and Board Members plus at least ten members.

7. VOTING:

At every meeting of members each member having voting rights shall be entitled to vote in person. Each voting member of the Alumni Association shall be entitled to one vote. Upon the demand of any member, the vote upon any question before the meeting, shall be by ballot.

8. COMPENSATION AND EXPENSES:

Members shall not receive any stated salary nor reimbursement for expenses of attendance at any meeting, with the exception of reimbursement of expenses incurred in connection with Alumni Association business, as stated in the Board Policy Guidelines. The Board of Directors shall have power in its discretion to contract for and to pay to members rendering usual or special services to the Alumni Association special compensation appropriate to the value of such services.

ARTICLE IX

CONSTITUTION

The Board of Directors shall create a Constitution to govern the Alumni Association. This Constitution will be approved by the membership. In any instance where the provisions of the Constitution and these By-Laws conflict, the terms Constitution of the Alumni Association will govern.

ARTICLE X

MEETING; ORDERS OF BUSINESS

1. Reading of previous meeting 's minutes
2. Report of Treasurer
3. Report of Officers
4. Report of Committees
5. Unfinished Business
6. New Business
7. Election and Installation of Officers (if applicable)
8. Adjournment

ARTICLE XI

AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the Alumni Association with such powers and to perform such acts or duties on behalf of the Alumni Association as the Board of Directors may see fit, so far as may be consistent with these Bylaws or the Constitution, and to the extent authorized or permitted by law.

ARTICLE XII

CONTRACTS

The Board of Directors , except as in these Bylaws otherwise provided, may authorize and officers or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Alumni Association , and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors ,no office, agent, or employee shall have any power or authority to bind the Alumni Association by any contract or engagement , or to pledge its credit , or render it liable pecuniarily for any purpose to any amount

ARTICLE XIII

VOTING UPON SHARES OF OTHER CORPORATIONS

Unless otherwise ordered by the Board of Directors, the president shall have full power and authority on behalf of the Alumni Association to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Alumni Association may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Alumni Association might have possessed and exercised if present. The Board of directors may confer like power upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE XIV

FISCAL YEAR

The fiscal year of the Alumni Association shall commence on January 1st of each year and end on December 31st.

ARTICLE XV

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No director , officer, or employee of or member of a committee of or person connected with the Alumni Association, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Alumni Association, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Alumni Association in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Alumni Association . All directors of the Alumni Association shall be deemed to have expressly consented and agrees that upon such dissolution or winding up of the affairs of the Alumni Association, whether voluntary or involuntary, the assets of the Alumni Association, after all debts have been satisfied , then remaining in the hands of the Board of Directors shall be distributed , transferred, conveyed, delivered, and paid over , in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board Directors, exclusively to charitable, religious , scientific , testing for public safety , literary, or educational organizations which would then qualify under the provisions of section 501 © (3) of the Internal Revenue Code and its regulation as they now exist or as they may hereafter be amended.

ARTICLE XVI

INVESTMENTS

The Alumni Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction, provided , however, that no action shall be taken by or on behalf of the Alumni Association if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulation as they now exist or as they may hereafter be amended.

ARTICLES XVII

AMENDMENTS

The Board of Directors shall have power to alter, amend and repeal the Bylaws of the Alumni Association by affirmative vote of a majority of the Board. All Bylaws made by the Board of Directors may be altered, amended, or repealed by the members.

ARTICLE XVIII

EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no director, officer, employee , or representative of this Alumni Association shall take any action or carry of any activity by or on behalf of the Alumni Association not permitted to be taken or carried on by an organization exempt under Section 501 © (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 ©(2) of such Code and Regulations as they exist or as they may hereafter be amended.

(Organized 1950)

(Revised 1973)

(Revised 1986)

(Revised 1988)

(Revised 2006)

(Revised 2014)

(Revised 2015)

(Revised 2016)

(Revised 2017)

(Revised 2023 on June 10, 2023)

(Revised May 18, 2024)

