

Victoria's Place By-Laws

ARTICLE 1 – NAME

The corporate name of this organizations shall be *Victoria's Place. 2600 Ashland Rd, Columbia, SC 29210*

ARTICLE 11 – PURPOSES

SECTION 1: Mission Statement and Vision. The mission of Victoria's Place is *to provide a loving, compassionate, and safe environment for children with Down Syndrome that will foster their social interactions, enhance their self-esteem, and build character. To provide a loving, compassionate, and safe environment for children with Down Syndrome that will foster their social interactions, enhance their self-esteem, and build character.* The Vision of Victoria's Place is *To Build the best world possible for children with Down Syndrome.*

- a) Enrichment activities to benefit children ages 3-12 with Down Syndrome to include but not limited to arts, music, sports
- b) Educational support services focusing primarily on reading and computing
- c) Cognitive skills to develop fine motor skills and muscle tone

SECTION 2: The Association shall not engage in partisan activities, endorse or contribute to any political party or candidate seeking public office, or take a position on matters before an elected body of government agency other than on matters consistent with a purpose among those described in Section 1. This prohibition shall not be interpreted to deny individual members of the Association, its officers and directors, or its staff their right to participate as individual citizens.

SECTION 3. This Association is a nonprofit, nonsectarian corporation, and no part of the earnings, contributions or other property shall insure to the benefit of any member. No officer or director shall be remunerated for services as an officer or director. No employee or paid consultant of the Association or its local chapters may serve as an officer, director, voting committee member or delegate. This Association shall be incorporated as a nonprofit corporation under the applicable laws of the State of South Carolina and shall maintain a nonprofit status according to Internal Revenue Service rules.

ARTICLE III – ADDRESS

The official address of the Association as determined by the Board of Directors is *2600 Ashland Rd, Columbia, SC 29210*

ARTICLE IV – MEMBERSHIP IN VICTORIA'S PLACE

Victoria's Place shall conform to the constitution and bylaws of that organization and to the rules, regulations and standards promulgated by that organization.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. Governing Body. The governing body of this Association shall be the Board of Directors, hereinafter referred to as “the Board,” composed of the officers, the immediate past president, and the directors. The Board is responsible for overall policy and direction of the Association, and may hire a Chief Executive Officer to carry out the management of the Association.

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SECTION 2. Number and Qualifications. The Board of Directors shall consist of the officers and the directors. The Board shall have up to 11 and not fewer than 7 members. The Board of Directors shall actively seek members of the community as members of the Board. All members of the Board of Directors shall be or become a member of Victoria's Place. The Board of Directors will actively seek qualified members to represent a cross section of the community, including clients and advocates, without regard to race, religion, sect or creed. Selection of prospective board members may be submitted for approval by:

- a) Submission and acceptance of written resume to the Board;
- b) Personal address to the Board;
- c) Written application to the Board; or
- d) Recommendation by an individual Board member.

SECTION 3: Terms of Office. All board members shall serve two (2) year terms. Board members may serve no more than 2 consecutive terms. Terms shall be staggered with directors elected each year.

- a) The election of the Board will be held at the annual meeting of the Board of Directors held each September or as designated by the Board.
- b) Board members shall take office the 1st day following the board election meeting.
- c) Members elected to an unexpired term or vacancy will be considered elected for the remainder of that term.
- d) Three meetings missed without an acceptable excuse may result in removal from the Board.
- e) Any Board member may be removed by a 2/3 vote of the entire Board for just cause.
- f) Neither a member of the Board or an immediate family member of a Board member will be employed by the Association.

SECTION 4: Meeting of the Board of Directors

Annual Meeting. An annual election meeting of the Board of Directors held each September or as designated by the Board.

- a) Regular Meetings. In addition to the annual election meeting, the Board of Directors may hold up to 6 regular meetings per year, or as required by the Board. Notice of a Board meeting, giving the time and place of the meeting, shall be given to the Directors seven (7) days prior to the meeting.
- b) Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, by any two members of the Board of Directors.
- c) Quorum. A simple majority of the directors shall be necessary for the transaction of business. A quorum being present, the acts of the majority of directors in attendance shall be the acts of the Board.
- d) Periodic Review. The Board shall conduct a periodic review of practices and policies to include bylaws of the Association and periodic evaluation of any employees of the Association.
- e) When a decision by the Board is needed and it is not practical to call a meeting of the Board, the

President or Previous President may take a ballot of the Board members by email, fax, telephone or other electronic means. A simple majority of the directors shall be necessary for the transaction of the business. A quorum being represented, the acts of the majority of directors responding by email, fax, telephone or other electronic means shall be the acts of the Board.

SECTION 5: No Compensation. Directors and officers shall not receive a salary as compensation for their services as directors or officers. The Board may act to allow reimbursement to a director for expenses incurred in the interests of the Association. No paid employee of the Association or of any chapter of the Association shall hold any elective office in the Association.

ARTICLE VI – OFFICERS

SECTION 1. Officers and Election Process. The Association shall have an election of President, Vice President, Secretary and Treasurer or Secretary/Treasurer as designated by the Board to serve as board officers.

- a)The election shall be held at an annual meeting of the Board of Directors, or as designated by the Board.
- b)The election will be by ballot; voting members unable to attend may cast their vote by mail, fax, telephone or other electronic means.
- c)A quorum must be achieved with a majority electing said officers.
- d)The election shall be for a two-year term, with the maximum term of office in the same position being two consecutive terms.
- e)Officers shall take office on the month following their election.

SECTION 2. President. The President shall be the principal officer of the Association subject to the control of the Board of Directors. The President shall, when present, preside at all meetings of the Association, the Board of Directors and Executive Committee.

The President shall have such power and perform such other duties as prescribed by these bylaws and shall have the powers and duties generally associated with the office of president.

The President shall appoint all committees, except the Nominating Committee, and shall perform all such duties as usually belong to the president's office. The President shall be a member ex-officio of all committees, except the Nominating Committee, and exercise general supervision over their work and that of other officers in order to assure that the objectives of the Association are executed in the best possible manner. The President may from time to time confer with the officers of the Association for advice and counsel.

SECTION 3. Vice President. The Vice President shall aid the President in the performance of the President's duties, and in the case of the absence of the President, shall preside at all meetings of the Association, the Board of Directors and Executive Committee. In the event that the President shall be unable to serve, the Vice President shall succeed to that position until the next regular election. In an event where the President and Vice President are unable to serve, the Previous President shall succeed to that position.

SECTION 4: Secretary. The office of Secretary may be combined with the office of Treasurer. The Secretary shall ensure that an accurate record is maintained of the proceedings and business transactions of all regular and special meetings of the Association, the Board of Directors and

Executive Committee and present minutes in a timely fashion and complete all necessary correspondence in a timely fashion. The secretary shall be responsible for delivering timely notices of all meetings of the Association, the Board and the Executive Committee.

SECTION 5. Treasurer. The office of Treasurer may be combined with the office of the secretary. The treasurer shall be responsible primarily for reviewing all fiscal matters to assure the Association remains in a sound financial state. The treasurer shall review all receipts for monies due and payable to the Association and review all deposit of funds in the name of the Association.

The Treasurer shall ensure that the financial documents of the Association are prepared, render a financial report at each regular meeting of the Association, Board of Directors and Executive Committee, or as may be designated by the Board, ensure that a complete financial report is immediately prepared after the close of the fiscal year, showing all receipts and disbursements in budget categories, and that the books and records are available for audit. The fiscal year shall run from October 1 – September 30.

SECTION 6. If any executive officers are unavailable, the Executive Committee may approve the other officers of the Association to assume their responsibilities on a temporary basis.

ARTICLE VII – EXECUTIVE COMMITTEE

SECTION 1. The Executive Committee shall be composed of the president, vice president, secretary, treasurer, the immediate past president and the Chief Executive Officer of the Association.

SECTION 2. The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board. All proceedings of the Executive Committee shall be reported to the full Board within 20 days and shall be subject to revision or alteration by the Board by an affirmative majority vote, providing no irrevocable rights of third parties shall be affected by such revisions or alterations.

SECTION 3. A meeting of the Executive Committee may be called by the President or any two members of the Executive Committee. Members shall be notified at least one week in advance of the meeting.

SECTION 4. A simple majority of the membership of the Executive Committee shall be present to constitute a quorum. When a decision by the Executive Committee is needed and it is not practical to call a meeting of the Committee, the President or Prior President may take ballot of the Executive Committee members by mail, fax, telephone or other electronic means. A simple majority of the Committee shall be necessary for the transaction of the business. A quorum being represented, the acts of the majority of members responding by mail, fax, telephone or other electronic means shall be the acts of the Committee.

ARTICLE VIII – NOMINATIONS AND ELECTIONS

SECTION 1. The Nominating Committee shall consist of the most immediate past president and two members in good standing selected by the Executive Committee, or as designated by the Board.

SECTION 2. The Nominating Committee shall select a slate of one eligible person for each board officer position and vacancy of director positions. The Nominating Committee shall secure from each

nominee prior approval to serve if elected.

SECTION 3. The election shall be held at the annual election meeting, or as designated by the Board. The Nominating Committee shall announce the slate of candidates submitted by the Nominating Committee, or in the chairperson's absence the presiding officer of the meeting. The presiding officer of the meeting shall ask for other nominations from the membership for each vacant position. Each person nominated must signify a willingness to serve if elected.

SECTION 4. Voting shall be by secret ballot for any position for which there is more than one candidate.

ARTICLE IX – EMPLOYEES

SECTION 1. The Board shall appoint employees as determined necessary to carry out the goals and objectives of the Association. The Board shall establish the duties of the position(s) and fix the salary. Employees shall serve at the pleasure and under the direction of the Board through the president and having the responsibilities and authority set forth in this section. The CEO shall be responsible for implementing and executing policies, programs and activities approved by the officers, directors and committees of the Association; assist in developing goals and objectives and recommend policies, activities and programs for the consideration of the Board and the Executive Committee.

The Chief Executive Officer shall work with others, the Board, the Executive Committee, one other Association committees to make full use of the energies and proficiencies of the membership in strengthening the Association and carrying out its objectives. The Chief Executive Officer shall have the authority to employ, terminate and fix the duties and salaries of the other employees of the Association, subject to the standards, rules, regulations and limitations as adopted and approved by the Board.

SECTION 3. The Chief Executive Officer is authorized to speak for the Association, but not beyond such limits as may be established by the Board. The Chief Executive Officer will have voice and no vote.

SECTION 4. The Chief Executive Officer shall have authority to enter contractual agreements up to \$10,000 without the authorization of the Board or Executive Committee. Any contract over \$10,000 will require authorization of the Executive Committee.

ARTICLE X – VOLUNTEERS

SECTION 1. Victoria's Place will welcome the use of volunteers to assist with various aspects of the programs provided.

SECTION 2. All volunteers will be thoroughly vetted including background checks and will be required to participate in certification training as specified by the Board.

ARTICLE XI – AMENDMENTS

SECTION 1. The Bylaws of the Association may be amended by a simple majority vote of the Board of Directors.

SECTION 2. Amendments may be proposed in writing to the Board of Directors by any member of the Board. At a regular meeting of the Board or at a special meeting called for the purpose, the Board shall review the proposed amendment and by resolution shall recommend its adoption, rejection or alterations, with reasons therefore. A copy of this resolution and the proposed amendment shall be sent to each Board member or provided at a special meeting called for the purpose of voting on the resolution and the amendment.

ARTICLE XII – DISSOLUTION

In the event that, by vote of the membership of this Association or by legal action or otherwise, this Association is dissolved as a corporation and ceases to exist, such certificate of dissolution shall be filed with the Secretary of State, according to the statutes of the State for dissolving of a nonprofit corporation. The assets of the Association, after the payment of all outstanding obligations shall revert to an escrow account for a period of three years to allow time for reorganization, and if reorganization is not accomplished within that length of time, then all property and assets shall revert to an organization or agency serving citizens with intellectual disabilities which has been granted a nonprofit status according to the rules of the Internal Revenue Service. Such agency, organization or institution shall be designated by the last duly elected Board of Directors of Victoria's Place. In any event, no part of the remaining assets shall inure to the benefit of any individual officer, director, member or staff of the Association.

These Bylaws are approved by the President of the Board of Directors of the Association, and designated to become official on 30 September 2020.