

CONSTITUTION AND BY-LAWS OF THE SOUTH CAROLINA FESTIVAL & EVENT ASSOCIATION

ARTICLE 1 - NAME AND OBJECTS

Section 1: The Name of this organization shall be the South Carolina Festival & Event Association. (Amended 8/99)

Section 2: The South Carolina Festival & Event Association is organized for the purpose of:

- a. Developing and improving the quality of festivals held throughout the State of South Carolina.
- b. To assist individual festivals in all manners possible, especially in their efforts to develop and promote appreciation for the visual and performing arts and to attract in and out of state visitors to their communities.
- c. To act as a clearinghouse for information and supply sources for festivals.
- d. To act as liaison with state agencies in the scheduling and promotion of festivals.
- e. To provide opportunities for education, promotion, networking and leadership development.

(Amended 7/01)

Section 3: The association, in its activities, shall be non-partisan and non-sectarian. It shall not be resolution or otherwise committed to the support or endorsement of any candidate for public office.

Section 4: The operating year of the association shall be July 1 to June 30. (Amendment 8/13)

ARTICLE II - MEMBERSHIP

Section 1: The South Carolina Festival & Event Association shall be composed of active members and associate members. Any reputable festival/event organizations and communities sponsoring, or planning to sponsor, festivals or events on a periodic or one-time basis may become active members. They may designate staff members, volunteers or officials to represent them as members of the association. Any reputable for profit sponsor of a festival, professional promoter of festivals or supplier shall be eligible for associate membership. Also, Educators/Industry Agencies and Tourism Regions and Students shall be eligible for membership. (Amended 7/01)

Section 2: Active members and associate members shall pay an amount in annual dues as established by the Board of Directors. (Amended 2/87)

ARTICLE III - ANNUAL MEETING

Section 1: The annual business meeting of the membership shall be held within the first quarter of each calendar year at a location to be determined by the Board of Directors. (Amended 4/94) (Amended 10/96)

ARTICLE IV - BOARD OF DIRECTORS

Section 1: The government of the Association, the direction of its work and control of its property shall be vested in a Board of Directors consisting of ten (10) active members and two (2) associate members, one-third of whom shall be elected annually for a term of three years, except that the first Board of Directors shall decide among themselves which third shall serve one and which third shall serve two-year terms. (Amended 5/88)(Amended 3/02)(Amended 5/03)

No member of the Board of Directors may serve more than two consecutive three-year terms, except that directors drawing the original one and two-year terms may be eligible to serve two additional three-year terms.

The ex-officio directors shall include the Executive Director of the S.C. Parks, Recreation and Tourism or his/her designee; Representative of the Travel and Tourism Program in the Department of Parks, Recreation and Tourism Management, Clemson University; a Representative of South Carolina Association of Tourism Regions; and a Representative of the School of Hotel, Restaurant and Tourism Administration at the University of South Carolina. (Amended 4/94) (Amended 3/02)

If in the event of the President or outgoing President's term of office has expired, he/she shall serve in a voting member to the end of term (Amended 3/02).

Section 2: Upon election of the Board of Directors they shall meet/elect a President, Vice-President, and Secretary. (Amended 2/97)

Section 3: In the event an elected officer leaves the festival and event profession prior to the completion of his/her term of office that such office shall be automatically vacated at the time of leaving, unless the Board of Directors by majority vote agrees to allow such elected officer to complete his/her term of office. In the event of a vacancy resulting from an unexpired term caused by resignation or dismissal due to attendance, vacancy shall be filled for the unexpired term at the next regular or special meeting of the Board of Directors by majority vote. (Amended 4/90) (Amended 3/02)

Section 4: A majority of the voting membership of the Board of Directors shall constitute a quorum. (Amended 7/01)

Section 5: All adopted policies of the Board shall be in writing and recorded.

Section 6: Meetings of the Board of Directors, in addition to the meeting following the annual membership meeting may be called at any time during the year by the President on his/her own initiative and must call a meeting when requested to do so in writing by any four members of the Board of Directors. Any Board Member with more than two unexcused absences in any twelve month period (Amended 3/89) without delivering a satisfactory explanation to the President prior to such meetings, may be removed by affirmation vote of a majority of directors present at any meeting. (Amended 7/01)

Section 7: The proceedings of the Board shall be governed by Robert Rules of Order except as otherwise provided by the Constitution or the adopted policies of the Board.

ARTICLE V - ELECTIONS

Section 1: The nominating committee for the Board of Directors and Officers, appointed by the President shall be comprised of five (5) members of the Association. The Chair shall be the Immediate Past President. The Nominating Committee shall prepare for the annual meeting a list containing the names of active Association members, in good standing, to be elected as Board of Directors and Officers for the ensuing year. The Nominating Committee will also invite further recommendations from the members prior to the annual meeting. The nominating committee shall make every effort to select candidates according to geographic distribution based on the following regional tourism districts: Historic Charleston, Lake Murray Country, Lowcountry & Resort Islands, The Grand Strand, Old 96 District, Olde English District, Pee Dee Country, Santee-Cooper Country, Thoroughbred Country, and The Upcountry. (Amended 3/02)(Amended 5/03)

The slate of Board of Directors and Officers shall be presented at the Annual Meeting to the members for an Association vote. (Amended 3/02)

Section 2: All officers must be elected by the Board of Directors for a one-year term at the meeting following the annual membership meeting. No officer may serve more than three consecutive one-year terms in a specific office, with the exception of the President which may serve two consecutive one-year terms. (Amended 3/02)

ARTICLE VI - OFFICERS

Section 1: The President shall preside at all meetings of the Association and the Board of Directors, except that the Vice President may preside in his/her absence. The President shall give an Annual Association report at the Annual Business Meeting.

The President shall appoint all committees and serve as an ex-officio member of such committees.

The President shall have general supervision of the Association and shall in general supervise and control all of its business and affairs, including, but not limited to, the supervision and direction of the Management Company subject to direction of the Board of Directors. (Amended 7/01)

The President shall oversee Association financial records, financial reports for the Board of Directors, and receive and disburse of funds in accordance with the Association business. (Amended 2/97)

Section 2: In case of the absence or inability of the President to perform his/her duties, it shall become the responsibility of the Vice President to perform such duties.

Section 3: The Secretary shall keep the minutes of all meetings of the Association and the Board of Directors.

Section 4: Vacancies in the offices of the President, Vice-President, or Secretary shall be filled at the next regular or special meeting of the Board of Directors for the unexpired term.

ARTICLE VII - COMMITTEES

Section 1: The Board of Directors shall authorize and define the power and duties of all committees.

ARTICLE VIII - ADOPTION AND AMENDMENTS

Section 1: The adoption of these by-laws must be pursuant to a two-thirds vote on the Board of Directors and shall take effect immediately upon notification to the Board by the President that such adoption has been approved at a meeting of the Board of Directors or by mail ballot.

Section 2: These by-laws may be amended or altered by a two-thirds vote of those present at any regular or special meeting of the Board of Directors, provided that notice of the proposed change or changes shall have been mailed by the Secretary to each member of the Board not less than ten (10) days prior to such meeting.

ARTICLE IX
DISSOLUTION PROCEDURE, INCOME AND EXPENDITURES

Upon dissolution of the Association, the assets remaining after all debts have been paid shall be distributed in such amount or amounts as the Board of Trustees may request of the Board of Trustees, exclusively to an organization or organizations described in Section 501(c)(3) and exempt from taxation under Section 501 (a) of the Internal Revenue Code or to the Federal, State, local governments or school district for exclusively public purposes.

The Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

The Association shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

The Association shall not retain any excess business holdings as defined in Section 4943© of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

The Association shall not make any investments in such manner as to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

The Association shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

Original: Approved and adopted on the 17th day of February, 1984. Hurley Radders, President
Amended: February 1987; T. F. Ball, President
Amended: May 1988; Edward A. Thompson, President
Amended: March 1989; Jo McConnell, President
Amended: February 1991; Judith Stringer, President
Amended: April 1994; Marilyn Chewing, President
Amended: October 1996; Ann Seymour, President
Amended: February 1997; Sallie Hudson, President
Amended: August 1999; Henri Campbell, President
Amended: July 2001; Susie Goudy, President
Amended: March 2002; Angie Prosser, President
Amended: May 2003; Angie Prosser, President
Amended: November 2004; Sharon McFeely, President
Amended: August 2013; Darron Kirkley, President