BYLAWS OF

BOOKER T. WASHINGTON HIGH SCHOOL FOUNDATION, INC.

COLUMBIA, SOUTH CAROLINA

PREAMBLE

The Booker T. Washington High School Foundation is founded as a non-profit corporation under the laws of the State of South Carolina for the express purposes: to perpetuate the historical significance, educational traditions and cultural heritage of Booker T. Washington High School, Columbia, South Carolina, 1916-1974; to effect a spirit of loyalty in the graduates and former students of Booker T. Washington High School; to fund scholarships and promote educational excellence in youth; to promote community activities; to be responsible in providing for housing of the mementoes of Booker T. Washington High School, including the historical legacy of the school; and to provide the means by which these purposes can be achieved.

ARTICLE I. NAME

The name of this organization shall be the Booker T. Washington High School Foundation, hereafter referred to as the Foundation.

ARTICLE II. PURPOSES

Section 1. The purposes of the Foundation shall be those extolled in the Charter and the Preamble of these Bylaws and as hereafter revised.

Section 2. The Foundation shall encourage and support the Alumni Association, and Millennium Society, and other groups that share a commonality of purpose with this organization.

ARTICLE III. MEMBERSHIP

Membership shall consist persons who contribute annually in the named categories.

Section 1. The named categories of membership of shall be:

A. Board of Directors.

1. The Board of Directors shall consist of persons elected by the Board of Directors.
2. Qualifier:
   a) Persons elected to serve on the Board of Directors shall contribute at least $100 by November 15 annually. (Calendar year: January 1 through December 31).

B. Alumni Association and Millennium Society Chapters

1. Alumni Association and Millennium Society Chapter members shall be persons who contribute financially to the Foundation. (Calendar year: January 1 through December 31).

C . Friends.

1. Friends shall be persons who contribute annually at least $100 to the Foundation. (Calendar year: January 1 through December 31).

D. Patrons.

1. Patrons shall be persons who contribute annually at least $50- $99 to the Foundation annually. (Calendar year: January 1 through December 31).

E. Corporations.

1. Corporations shall be organizations that contribute annually at least $10,000 to the Foundation. (Calendar year: January 1 through December 31).

ARTICLE IV. OFFICERS

Section 1. The officers of the Foundation shall be the President, Vice-President, Secretary, Assistant Secretary, Treasurer, Financial Secretary, Assistant Financial Secretary, Parliamentarian, Chaplain, and Historian.

A. President: It shall be the duty of the President to preside over all the meetings of the Board of Directors; to appoint all committees not otherwise provided for; to serve as an ex-officio member of all committees except the nominating committee; to call special meetings; to enforce due observance of the Bylaws; to speak for and represent the Foundation; and to perform all other duties as provided by *Robert's Rules of Order*. The President shall make neither motion nor vote on any question unless the Foundation is equally divided, and then the President shall cast the deciding vote.

B. Vice-President: It shall be the duty of the Vice-President to preside in the absence of the President and to perform all duties of that office. In the event of a vacancy in the President position, the Vice-President shall serve as the President until the next regular election of officers.

C. Secretary: It shall be the duty of the Secretary to keep all records of the Foundation; to register names; to inform members of meetings; to call a meeting in the absence of the President or Vice-President; and to report on letters mailed to the Foundation and make a written response when appropriate.

D. Assistant Secretary: It shall be the duty of the assistant secretary to perform all duties of the secretary in event of the absence of the secretary; to maintain a record of board members attendance at meetings; and to inform the Board of Directors of members who are not in compliance with attendance policy (on the verge of removal from the board after two unexcused absences).

E. Treasurer: It shall be the duty of the Treasurer to keep a written account of all monies received and disbursed by the Foundation; to pay bills when clearly authorized and when

receipts for expenditures are attached; to give a report and statement of finances at each of the six meetings of the Foundation; and to give a complete financial report which has been audited annually.

F. **Financial Secretary:** It shall be the duty of the Financial Secretary to perform all duties of the Treasurer in the event of absence; to work closely with the Treasurer to learn the financial status of the Foundation; and to perform other duties as specified by the Foundation. In the event of a vacancy in the Treasurer position, the Financial Secretary shall serve as Treasurer until the next regular election of officers.

G. **Parliamentarian:** It shall be the duty of the Parliamentarian to keep the Foundation informed on the Bylaws, and to interpret *Robert's Rules of Order* when controversies arise.

H. **Chaplain**: It shall be the duty of the Chaplain to give the invocation and the benediction at all meetings.

I. **Historian:** It shall be the duty of the historian to maintain an accurate account of the Booker T. Washington High School Foundation and of Booker T. Washington High School. The history of the Foundation should be updated annually and presented to the Foundation prior to the Heritage Banquet so that copies may be made available upon request to those attending the banquet. The Historian will chair the History and Archives Committee which will be appointed by the Foundation Executive Committee. The Historian shall be an appointed position.

Section 3: It shall be the responsibility of all officers to attend all meetings of the Foundation.

ARTICLE V. ELECTION OF OFFICERS

Section 1: The election of officers shall occur every two years in November. These officers shall assume the duties after proper installation in December following election.

Section 2: The officers of the Booker T. Washington Foundation shall be elected by a simple majority of the active directors present and voting.

ARTICLE VI. BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of 25 members including officers, members of the Booker T. Washington Alumni Association, members of the Millennium Society, and at-large members.

Section 2: Terms of Office: Members of the Board of Directors shall be elected to a class for a term of three (3) years by vote of the Board of Directors. Terms of office shall be

staggered such that no more than fifty percent (50%) of board members terms expire during an election year.

Section 3: The Board of Directors shall consist of three (3) classes of seven (7) persons with staggered terms, and two (2) persons designated per class for the member-at-large seats for a total of twenty-five (25). The three (3) classes shall be designated as 1) Grandfathered Class (7); 2) Class of seven (7); 3) Class of seven (7). All current Board members shall be placed in one of the three (3) classes. The Members-At-Large (2 per class) shall be placed in the two designated classes of seven (2).

Section 4: Attendance: The Board of Directors (regular members) shall attend all meetings. Three consecutive unexcused absences shall result in automatic removal from the Board. (It shall be the responsibility of the assistant secretary to inform members when they are in jeopardy of exclusion from the board.)

Section 5: Removal from Office: Officers/members of the Board of Directors who do not adhere to the prescribed duties as outlined in the bylaws shall be removed from said position by action of the Board. Said position shall be declared vacant and Article VI. Section 6 shall apply.

Section 6: Vacancies: The Board of Directors shall temporarily fill all vacancies of the Board until the next general election. Persons filling said vacancies, by election and/or by appointment shall serve the unexpired term of the officer/director whose seat becomes vacant.

ARTICLE VII. COMMITTEES

Section 1: EXECUTIVE COMMITTEE
The Executive Committee shall consist of officers of the Board of Directors: President, Vice-President, Immediate Past President, Secretary, Assistant Secretary, Treasurer, Financial Secretary, Assistant Financial Secretary, Parliamentarian, Chaplain, and-Historian, and Standing Committee Chairpersons. The President chairs the Executive Committee. The Executive Committee shall meet at the call of the President.

Section 2: STANDING COMMITTEES
The Standing Committees shall be established according to the bylaws; consist of a minimum of three (3) members shall serve a two-year term. The Chairperson of each Standing Committee shall present an Action Plan of work to the Board of Directors for approval.

A: NOMINATING COMMITTEE
It shall be the duty of the nominating committee to present to the Board of Directors a slate of officers for consideration for election. This slate

shall be presented to the Board at the May meeting (in the election year). It shall be the responsibility of this committee to make recommendations to fill vacancies on the Board when such vacancies occur. The Nominating Committee shall be elected by the Board of Directors. This committee shall be elected at the first Board of Directors' meeting in the year of election. This committee shall consist of three (3) members none of whom should be officers of the Board. The committee shall elect its chair.

B: PROGRAM PLANNING COMMITTEE

It shall be the duty of the Program Planning committee to plan, design and implement the Annual Foundation Heritage Celebration and other programs associated with the observance of the annual Heritage Celebration. The committee may be responsible for programmatic planning as it relates to collaboration with other adhoc groups/committees for purposes of fund-raising and/or celebrations due to continued growth and expansion of the Foundation. The chair of this committee shall be appointed by the President. This appointment shall be made annually at the September meeting.

C: SCHOLARSHIP COMMITTEE

It shall be the duty of the Scholarship Committee to communicate and disseminate information regarding all approved scholarships; to receive, review and evaluate applications according to the established criteria using the developed rubric; to inform applicants of the disposition of submission packages; to secure individual yearly awards; to maintain and update the master award plaque; to distribute scholarship funds once school attendance has been verified; and to maintain a master composite list of scholarships awarded through the years. The chairperson of this committee shall be appointed by the Executive Committee.

D: AUDIT COMMITTEE

It shall be the duty of the audit committee to review the financial status of the Foundation and make sure the books reflect an accurate accounting of finances prior to the transfer of authority from one treasurer to another (during election years). Where the treasurer succeeds him/herself, the audit committee shall review the books to insure that an accurate accounting has been maintained during the previous term. The audit committee shall be appointed by the President of the Board and shall be comprised of those individuals from the Board that possess the skills to assess the financial status (accountants, bookkeepers, etc.). This committee shall consist of no more than three (3) members.

E: COMMUNICATIONS AND TECHNOLOGY COMMITTEE

It shall be the duty of the Communication Committee to devise a a communication plan that will inform Booker T. Washington graduates and the public of the work of the Foundation on a quarterly basis; and to assist with publicizing all Foundation events.

F: HISTORY AND ARCHIVES COMMITTEE
It shall be the duty of the History and Archives Committee to assist the Historian in compiling and maintaining the history of the Foundation; to archive papers, pictures, and memorabilia of the Foundation and Booker T. Washington High School; to seek a permanent repository (such as USC, SC State University, etc.) for Booker T. Washington papers and memorabilia; to prepare a display at the annual Heritage Banquet and/or John Work Chorus; and to propose a five year action plan. The History and Archives Committees shall be a five member committee. The committee will be chaired by the Historian.

G: FINANCE COMMITTEE
It shall be the duty the Finance Committee to plan, evaluate and recommend the annual operating budget to the Executive Committee; to recommend dues, fees and other financial obligation for Board Members deemed necessary to assist in support of the Foundation activities. The Treasurer shall be a member of this committee. The Finance Committee shall meet quarterly or as needed to ensure the Foundation's goals/objectives are implemented as planned. The chairperson of the Finance Committee shall be appointed by the Executive Committee.

Section 3: The President shall have the power to form Special Committees and to appoint members as necessary.

Section 4: The President shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE VIII MEETINGS

Section 1: Board of Directors: The Board of Directors shall meet a minimum of six times during the year including call meetings to carry on the business of the Foundation. The date, time and place of the six meetings shall be indicated at the first meeting of the Board each year. The meetings shall be the second Sunday in, January, March, May (the third Sunday), July, September and November.

Section 2: It shall be the responsibility of the President to develop an agenda for each meeting. The agenda should include but not be limited to: (1) Roll Call, (2) Old Business [any actions that were carried over from past meeting (s)], (3) Treasurer's Report, a financial report on the financial status of the Foundation. The report should reflect activity since the last board meeting. (4) Committee reports: All standing committees (and ad-hoc committees) shall submit a written report to the Foundation. When the chairperson is not present, a designated

member of the committee shall submit the written report to the Board of Directors. (5) New Business: (This should be submitted to the secretary prior to the meeting in order to add to the agenda). The President shall prioritize agenda items to ensure a smooth logical flow of the meeting.

ARTICLE IX. QUORUMS

Section 1: Board of Directors: A quorum shall consist of one third of all active members of the Board. Active members are identified as having attended the past two Board of Directors meetings and are current with their financial commitments to the Foundation.

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Section 2: Committees: A quorum for a committee shall be a simple majority of the committee, not including the ex-officio members.

ARTICLE X. AMENDMENTS

Section 1: These Bylaws shall be amended by a two-thirds vote of the membership of the Board of Directors at a regular meeting of the Board or a special called meeting set up for the purpose of voting on amendments. Amendments to be voted upon shall be presented in writing to the entire Board at least thirty (30) days prior to the date the amendments shall be acted upon. Presentation in a Board meeting thirty days prior to voting shall also constitute prior notice, but the Board members shall then have proposed amendments in writing at least one week prior to the voting meeting.

ARTICLE XI. DISSOLUTION

Section 1: The Booker T. Washington High School Foundation, Inc. may be dissolved only by an affirmative vote of three-fourths of the entire membership. In the event of dissolution of the Foundation, the officers shall, after paying or making provisions for the payment of all liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for the purposes of the Foundation in such a manner as to equitably re-distribute the gains to the members of the Foundation or to another eleemosynary agency with similar purposes, which shall qualify as exempted from Federal Income Tax under Section 501 c (3) of the Internal Revenue Code of 1954, as amended.

ARTICLE XII. PARLIAMENTARY AUTHORITY

Section 1: Robert's Rules of Order Revised shall govern the Foundation in all cases in which they are applicable and in which they are not in conflict with these bylaws.

ARTICLE XIII. ADOPTION

Section 1: These Bylaws shall be adopted initially upon receiving the approval of two-thirds vote of those persons whose names appear on the Charter issued by the State of South Carolina for the Booker T. Washington High School Foundation, Inc.

DATE OF ADOPTION: June 6, 1975

NAME OF PRESIDENT OF THE BOARD: Doris Greene

NAME OF THE CHAIRMAN OF THE BYLAWS COMMITTEE: Earl Brown

SECRETARY: Catherine Thomas

REVISED:	September 22, 1985	Committee Chair: Fred Smith
REVISED:	May 18, 1986	Committee Chair: Fred Smith
REVISED:	March 12, 1995	Committee Chair: Fred Smith
REVISED:	May 21, 2000	Committee Chair: Agnes Robinson
REVISED:	February 21, 2010	Committee Chair: Annie P. Kelley
REVISED:	March 9, 2014	Committee Chair: Ida S. English
REVISED:	September 21, 2025	Committee Chair: Ida S. English