

CENTER FOR CREATIVE RETIREMENT  
AT  
COLLEGE OF CHARLESTON  
CHARLESTON, SOUTH CAROLINA

CONSTITUTIONAL BYLAWS

ARTICLE I  
NAME

The name of this organization is the CENTER FOR CREATIVE RETIREMENT ("CCR"),  
College of Charleston, Charleston, South Carolina.

ARTICLE II  
PURPOSE

The purpose of the CCR is to sponsor and support programs for creative retirement of its  
Members through continuing educational and social opportunities.

ARTICLE III  
MEMBERSHIP DUES AND FEES

- 3.1 Membership in the CCR is open to any individual who is retired, semi-retired or contemplating retirement when such individual pays the indicated Membership Dues. All persons with Dues fully paid ("Members") may participate in the business of the general meetings and vote on (a) all motions before the CCR and (b) election of Directors and Officers. The Board ("Board") may establish additional non-voting categories of association and the related Dues.
- 3.2 Membership Dues for Members will be set by majority vote of the Members present and voting, either in person or by proxy, at the Annual meeting of Members in the spring and will continue from year to year at the same level until changed by vote of the Members. Membership Dues are payable by the beginning of the Fall Program schedule. The board may decide to accept reduced Membership Dues for persons joining the CCR after the end of the Fall Program schedule. The Board may set other Dues schedules for any additional non-voting category of association that it has established.
- 3.3 The Board may establish certain additional fees to be paid by those attending certain classes or activities for which the Board determines that additional charges are appropriate in order to cover their costs.
- 3.4 The official year of the CCR is 1 July through 30 June.

## ARTICLE IV RELATIONSHIP WITH THE COLLEGE

CCR is a component of the College of Charleston, Charleston, South Carolina and acts under the sponsorship of the Office of Continuing Education. The CCR looks to the College for support of its programs and activities, and the CCR functions in conformity with College of Charleston policies, regulations and procedures.

## ARTICLE V GOVERNING BOARD

- 5.1 The governing body of the CCR is the Board. The Board is composed of no less than 11 Members and no more than 15 Members ("Directors") as the Board may determine. The individuals holding the offices of President, First Vice President for Curriculum, Second Vice President for Membership, Secretary and Treasurer are each a Director by virtue of their respective offices, and the remaining Directors are elected at large by the Members from among the Members.
- 5.2 The immediate past President of the CCR and a person named by the College of Charleston are ex-officio (non-voting) members of the Board, in addition to those enumerated in Section 5.1 above.
- 5.3 The term of office of the at-large Directors is two years. The Officers designated in Section 5.1 are Directors for the period during which the individuals hold these offices. For the first two years under these Bylaws or as the number of members of the Board may be changed, the term of office for at-large Directors is staggered to establish a two-year cycle.
- 5.4 The Board shall determine policies for and supervise, control and direct the affairs of the CCR. The Board shall perform such other duties as are specified elsewhere in these Bylaws. Specifically, the Board shall (a) adopt the budget and direct the disbursement of the CCR funds, which may include payments for staff and instructors, (b) review and approve or disapprove proposed curriculum, programs and activities and evaluate completed curriculum, programs and activities, (c) develop and recommend to the Members additional actions that will promote the CCR's objectives, and (d) take all other actions necessary to further the purposes of the CCR. The Board shall submit any matter to the Members for consideration, if a majority of the Board so directs.
- 5.5 The Board shall fill its vacancies occurring during a term until the next annual meeting of the Members, unless the vacancies constitute a majority of the Directors, in which case the vacancies must be filled by the vote of the members at a special meeting of Members called for that purpose.

- 5.6 The Board shall meet at least once each semester and once during the Summer. The Board shall meet upon at least 10 days' written notice. Meetings of the Board may be called (a) by the President, (b) by three of the Directors, or (c) by the request of at least 20 of the Members, which request must state the purpose of the special meeting. The notice of meeting must state the time and place for such meeting, and in the case of a meeting of the Board called by the Members, notice of such meeting must also be provided to all other Members at least 10 days before the designated meeting time.
- 5.7 The votes of a majority of the Directors present and voting in person or by proxy are necessary to approve any action of the Board. Written proxies may be given by absent Directors. A proxy may specify a specific agenda item for or against which it may be voted or may authorize the bearer to vote, in the bearer's discretion, on any item to any effect. The Board may also take action by telephone without a meeting, at the discretion of the President. The minutes of the next meeting of the Board must reflect any votes taken at other than a meeting of the Board.
- 5.8 The Board may also establish (a) an Executive Committee, consisting of the Officers, to deal with continuing operational matters between meetings of the Board, (b) additional standing and special Committees as authorized in Article VII, and (c) a non-voting Advisory Council composed of members of the greater Charleston community interested in serving as resources to the CCR and its programs.
- 5.9 Any member of the Board who fails to attend 3 consecutive meetings of the Board, unless excused by the President, may be removed by a majority vote of the remaining members of the Board.

#### ARTICLE VI OFFICERS

- 6.1 The President (a) presides over meetings of the Members, the Board and the Advisory Council, if any, (b) appoints the Chair of all Committees (except that the First Vice President and the Second Vice President are Chairs of the Curriculum and Membership Committees, respectively, and except for members of the Nominating Committee, who are appointed by the Chair of that Committee), (c) is a member ex officio of all Committees except the Nominating Committee, (d) presents any information, proposals or recommendations of the Board to the Members, unless the President appoints another Director to make any such presentation, (3) serves as the primary liaison between the CCR and the College of Charleston, and (f) performs such other duties as are necessary and incident to the office of President or as may be assigned from time to time by the Board.

- 6.2 The First Vice President - Curriculum (a) performs the duties of President in the absence of the President and (b) performs such other duties as the Board may assign. If a vacancy in the office of President occurs, the First Vice President may assume the position of President, and the Board will appoint a replacement First Vice President from among the Directors. The First Vice President may decline to assume the position of President. The First Vice President is the Chair of the Curriculum Committee.
- 6.3 The Second Vice President - Membership (a) performs the duties of President in the absence of the President and First Vice President and (b) performs such other duties as the Board may assign. If a vacancy in the office of President occurs and the First Vice President declines to assume the position of President, the Second Vice President may assume the position of President, and the Board will appoint a replacement Second Vice President from among the Directors. However, the Second Vice President may decline to assume the position of President, in which event the Board will appoint a new President. The Second Vice President is the Chair of the Membership Committee.
- 6.4 The Secretary (a) advises the President as to the requirements of Robert's Rules of Order, Modern Edition, (b) keeps minutes of meetings and proceedings of the Board and the Members, (c) handles all correspondence to and from the CCR at the direction of the President or the Board, (d) signs documents on behalf of the CCR, (e) maintains custody of such other documents of the CCR as are not appropriately in the custody of other Directors or Committees, (f) maintains lists of all Directors and all Members, (g) notifies Directors and Members of meetings where notice is required by these Bylaws, and (h) performs such other duties as the Board may assign.
- 6.5 The Treasurer (a) proposes an annual budget for the CCR to the Board, (b) either maintains appropriate banking and similar accounts for the funds controlled by the CCR or reviews the records of such funds within the accounts of the College of Charleston, (c) may maintain a modest petty cash amount, (d) approves all other requests for disbursements, (e) reports the financial activities of the CCR to the Board at its meetings and to the Members at meetings of the Members, as requested by the President or the Board, and (f) performs such other duties as the Board may assign.
- 6.6 Each Officer shall submit a written report to the Board of the Officer's activities during the current year, a summary of which will be presented orally at the Annual Meeting.

## ARTICLE VII COMMITTEES

- 7.1 Members are encouraged to participate in the activities of the various Committees and any Member will be appointed to appropriate Committees for which the Member may volunteer. The President shall appoint the Chairs of Committees (except the Chairs of the Curriculum and Membership Committees who are the First and Second Vice Presidents, respectively,) and the Chair of each Committee will appoint the members, fill any vacancies during the year, and may establish sub-committees. Members and the Chair shall remain on the Committees until they are replaced or resign, except that Chairs may not serve more than 2 consecutive years. Members will be furnished a list of the Committees and the Members on each. Committee Chairs will advise the Board of the membership of their Committees.
- 7.2 Curriculum - The First Vice President is Chair of this Committee. This Committee is responsible for developing the course and educational offerings of the CCR, introducing speakers and such other functions as the Board may direct.
- 7.3 Membership - The Second Vice President is Chair of this Committee. This Committee is responsible for administering recruitment programs, maintaining interest profiles on the Members, arranging for a telephone sub-committee and such other functions as the Board may direct. The Membership Committee shall maintain the official list of Members entitled to vote at meetings of Members.
- 7.4 Social - This Committee is responsible for arranging for the social activities of the CCR, both those in connection with classes and presentations and outside social activities such as luncheons, and such other functions as the Board may direct.
- 7.5 Long Range Planning and Administration - In order to be pro-active, this committee will monitor the activities of the CCR to assure fulfillment of its mission. Other issues that this committee may be charged to research may include, but are not limited to: finance, membership, curriculum, communication, and operations. It will review concerns from its committee members and may recommend changes to the Board of Directors for action. Membership of this committee shall be the chairs of the curriculum, membership, social and communication committees, their designees, or other appointees as the Board may direct.
- 7.6 Communication - This Committee is responsible for publicizing the existence and activities of the CCR, developing and distributing a newsletter for Members, and liaison with the community and other organization through outreach programs. The Committee is responsible for such other functions as the Board may direct.

- 7.7 Historian - This Committee is responsible for maintaining the historical record of the CCR, including documents and photographs.
- 7.8 Nominating - The Chair of this Committee is appointed by the President and approved by the Board. The Chair will select at least 2 other Members, who, with the Chair, shall constitute the Nominating Committee. The names of the Nominating Committee Members will be provided to the Members. The Nominating Committee shall present its report to the Board at least 20 days before the scheduled Annual Meeting, and the names of the nominees must be mailed to the Members along with the announcement of the Annual Meeting at least 10 days before the scheduled Annual Meeting. The Nominating Committee shall present its recommended nominees for Officers and Directors to be voted on by the Members at the Annual Meeting. Persons nominated, including those from the floor at the Annual Meeting must have expressed a willingness to serve, if elected. If a Committee Chair resigns during the year, the Nominating Committee will assist the President to recruit a new Chair. If the Chair of the Nominating Committee resigns, the members of the Nominating Committee will help the President to select a new Chair.
- 7.9 Additional Standing or Special Committees - The Board may create other Standing Committees. The president appoints the Chair of any such Standing Committee. The President may establish and appoint the Chairs of any additional Special Committees, with the approval of a majority of the Board, for special purposes and of limited duration.
- 7.10 Committee Reports - Each Standing Committee shall submit a written report of its activities during the current year, a summary of which will be given at the Annual Meeting of the CCR. Each Standing Committee Chair will be invited to attend meetings of the Board and report on the Committee's activities as appropriate. Each Special Committee shall attend and report to the Board when it completes the task for which it is appointed, and shall make interim reports as appropriate or upon request. Members of both Standing and Special Committees may also so report to the Board. If a member of a Committee chooses to make a minority report, any such report shall be made at the time reports are due.

## ARTICLE VIII MEETINGS

- 8.1 A Quorum for a meeting of the Members is one Member more than 30% of the Members. Members may be present physically or by written proxy. If the number of Members exceeds 250, this Quorum requirement is reduced to one Member more than 20% of the Members. In the absence of a quorum at any meeting, the meeting may be adjourned to a date at least 21 days but less than 60 days following, by a majority of the Members present and voting.
- 8.2 A Quorum for a meeting of the Board is a majority of the Directors as then constituted. Directors may be present physically or by written proxy.
- 8.3 There must be at least one meeting of the Members each year. This meeting is the Annual Meeting, held on the last day of classes for the Spring term. Additional meetings of the Members (Special Meetings) may, at the discretion of the Board, be held during the year. Other Special Meetings may be called upon written request of at least 30 of the Members. Written notice of the Annual and any Special Meeting of the Members must be given not less than 10 or more than 30 days before such meeting and must specify the date, time and place of the meeting. The notice of the Annual Meeting must also contain an agenda and the nominations of the Nominating Committee. If a Special Meeting is called, the notice of meeting must contain a brief description of the matters to be considered at the meeting. Meetings of the Board are open to any interested Member, who may request to be given notice of any forthcoming Board meetings.

## ARTICLE IX ELECTIONS AND VOTING

- 9.1 Voting on all matters by the Members may be in person or by written proxy. A majority of Members present and voting (so long as at least a Quorum is present in person or by proxy) is required to approve all motions or elect all Officers and Directors. In the case of Officers and Directors, if no candidate for a position receives a majority vote of the Members present, there will be a further vote between the two candidates receiving the most votes.
- 9.2 A proxy may specify whether it may be voted toward a quorum only or toward a quorum and on agenda items. If a proxy authorizes the bearer to vote on agenda items, it must specify whether it is directed toward a specific agenda item for or against which it may be voted or whether it authorizes the bearer to vote, in the bearer's discretion, on any item to any effect. No Member may vote more than 5 proxies in a meeting of the Members or more than 2 proxies in a meeting of the Board.

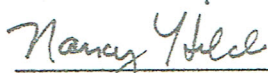
- 9.3 Directors and Officers must be elected at the Annual Meeting, at which the report of the Nominating Committee will be heard and other nominations may be made from the floor. The term of an Officer is one year. The term of a non-Officer Director is two years. Officers and Directors are eligible to be elected to an unlimited number of consecutive terms.
- 9.4 Notice and a description for the substance or copy of any proposed amendment to these Bylaws must be sent to the Members at least 10 days in advance of any meeting of the Members at which any such amendment is to be considered. A two-thirds vote of Members present and voting (so long as at least a Quorum is present in person or by proxy) is required to approve amendment of these Bylaws.

ARTICLE X  
MISCELLANEOUS

- 10.1 Robert's Rules of Order, Modern Edition, governs the CCR in all respects for matters to which it applies and as to which these Bylaws do not provide otherwise.

APPROVAL

The undersigned, Secretary of the CCR, certifies that these Bylaws were amended by a two-thirds vote of the members of the CCR present and voting at the annual meeting held in the City of Charleston, South Carolina on May 10, 2005.

  
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Nancy Hild, Secretary