

ARTICLE I - NAME

The name of the corporation shall be Lowcountry Community Emergency Response Team (Lowcountry CERT, or LCERT) hereafter referred to as “the Organization.”

ARTICLE II - PURPOSE

To assist state, county, and city emergency service agencies in any and all emergencies; to assist the general public in emergencies; and to train, educate, and inform the public regarding emergency preparedness.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the Organization will be:

Lowcountry CERT
C/O Charleston County EPD
4045 Bridge View Dr., Ste. B332
North Charleston, SC 29405-7464

ARTICLE IV - MEMBERSHIP

Membership in the Organization shall remain open to any person who satisfactorily completes basic CERT courses, who is willing to serve his or her community in the CERT program on a voluntary basis, and who is a “Member in Good Standing” as defined by a majority agreement of the Board of Directors.

ARTICLE V - RULES OF CONDUCT

As an organization formed to assist and train the general public, and to serve state, county, and city emergency service agencies, the membership of the Organization will so conduct themselves in a professional manner, and will not discredit this or any other organization intentionally.

Any member intentionally discrediting the Organization or any other organization will become subject to an internal hearing within the Organization on the charges made against them. Any criminal charges brought upon the member shall be handled in accordance with the laws of the appropriate jurisdiction.

Any member found guilty of charges of misconduct shall be expelled from the Organization without any recourse. Neither the Organization nor any of its members will held be liable for any of the charges of the one being expelled.

The Internal Hearing Board shall consist of three (3) members of the Board, with at least one member of the Executive Committee present.

ARTICLE VI - BOARD OF DIRECTORS

The Board is established to direct activities of the CERT program in the Lowcountry area of South Carolina, and to maintain a trained membership.

The Board shall consist of the Chairperson, Assistant Chairperson, Secretary, Treasurer, Advisor and Committee Directors as deemed necessary by the Board. Committees and subcommittees may be created and Committee Directors appointed therein by a majority vote of the Executive Committee. Committees may be dissolved and Committee Directors may be removed at any time, without cause, by a majority vote of the Executive Committee. The Executive Committee, in creating Committee Director positions, will establish such positions with or without Board of Director voting rights.

The Executive Committee shall consist of the Chairperson, Assistant Chairperson, Secretary, Treasurer, and Advisor.

Terms for members of the Executive Committee, with the exception of the Advisor, shall be two years. Elections will be during Annual Business Meetings in February. The voting for those positions shall be by a majority of membership present at that meeting. Subsequent to the first election, the Chairperson and Secretary will be elected in even-numbered years, and the Assistant Chairperson and Treasurer will be elected in odd-numbered years.

ARTICLE VII - RESPONSIBILITIES OF THE BOARD

Unless otherwise determined by a majority of the Executive Committee, the responsibilities and authority of each of the Executive Committee members shall be as follows:

CHAIRPERSON

- 1.) To hold all rights as a voting member to the Board and its committees;
- 2.) To act as the Chairperson for the Organization;
- 3.) To coordinate all activities directly over Organization subcommittees; and
- 4.) Conduct all Organization, Board, and Executive Committee meetings.

ASSISTANT CHAIRPERSON

- 1.) To hold all rights as a voting member to the Board and its committees;
- 2.) To assist the Chairperson with all Organization direct responsibilities;

3.) To act as Chairperson, in absence of the elected Chairperson, in full capacity of that position; and

4.) To act in behalf of any Committee Director in his or her absence to ensure a consistent continuity of the Organization.

SECRETARY

1.) To hold all rights as a voting member to the Board and its committees;

2.) To take minutes of all Organization, Board and Executive Committee meetings; and

3.) To act with full authority as Chairperson in absence of both the elected Chairperson and Assistant Chairperson.

TREASURER

1.) To hold all rights as a voting member to this Board and its committees;

2.) Be responsible for all Organization funds and maintain an accurate record of those funds;

3.) Disburse all funds as directed by the Organization Board of Directors;

4.) Be subject to an audit of all financial records annually, and as necessary upon request of the Board of Directors;

5.) Maintain a checking account requiring two (2) signatures (of Executive Committee members) on each check to validate that check; and

6.) To act with full authority as Chairperson in absence of the elected Chairperson, Assistant Chairperson, and Secretary.

ADVISOR

This person is the Charleston County Emergency Preparedness Director, or his or her assign.

1.) To hold all rights as a voting member to this Board and its committees;

2.) To act as an advisor to the Executive Board of the Organization and its committees;

3.) To be the liaison person between the State and County Emergency Programs and the Organization; and

4.) To maintain a database of all Lowcountry CERT Training, instructors, and resources of any kind.

COMMITTEE DIRECTOR

- 1.) To be assigned Board voting rights by the Executive Committee when creating the committee and appointment to this position;
- 2.) To organize and preside over the Committee's meetings; and
- 3.) To carry out the duties and directives as assigned by the Executive Committee to meet the requirements which necessitated creation of the committee.

ARTICLE VIII - CONTRACTS

The Board of Directors of the Organization is the sole authority over legally binding agreements or contracts between the Organization and any individual, organization or government entity.

ARTICLE IX - POLICIES, PROCEDURES, AND MEETINGS

The Board of Directors shall from time to time establish policies and operating procedures relative to the conduct of business related to these bylaws, to amendments to these bylaws, and to resolutions and other actions that the Board may take that will require sustained activity by the Organization.

Regular and annual meetings of the Board shall be conducted under the parliamentary procedure as prescribed by Robert's Rules of Order. The presiding Chairperson may suspend this requirement at will, without adaptation of these bylaws, for the duration of any meeting.

Regular meetings of the Board will be held quarterly in February, May, August, and November, at the time, date, and place as determined by the Board. Additional (special) meetings of the Board may be scheduled by agreement of a majority of the Executive Committee, by announcing such at any regular or special meeting of the Board, or with notice to the membership at least two weeks in advance of such meetings.

Unless otherwise directed by the Board, meetings will be held at or near the principal offices. Any member of the Organization may attend any meeting of the Board and may vote on issues open for decision by the general membership in attendance. No proxy voting will be allowed for any issue or election of Board members.

Annual meetings, for the election of officers, will be held in February of each year with the date, time, and place designated by the Board of Directors, with notice to the membership at least two weeks in advance of such.

ARTICLE X – DIRECTOR’S LIABILITY

No Director of the Organization shall be personally liable for debts, liabilities, and other obligations of the Organization. Directors of the Organization shall be indemnified to the extent allowable under South Carolina non profit corporation law.

ARTICLE XI - FISCAL YEAR

The fiscal year of the Organization begins annually on January 1, and it ends on December 31.

ARTICLE XII - RECORDS

The Organization shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Organization shall also maintain accounting records, and an accurate and current record of its Board members.

Availability. All records of the Organization including books, accounts, records, minutes, letters, memoranda, documents, checks, vouchers, telegrams, articles, Bylaws and any and all other records that may be deemed necessary in the operation of the Organization shall be available for review or copying to the Attorney General of South Carolina or to a duly designated representative of the Federal government upon written request from the investigating entity to the Board Chairperson or Treasurer.

Permanent Records. The articles of incorporation, restated articles of incorporation, bylaws and all amendments to them currently in effect, resolutions adopted by the Board of directors relating to the characteristics, qualifications, rights limitations, and obligations of Board members, the minutes of all meetings of the Board, a record of all actions approved by the Board for the past three years, all written communications to the Board within the past three years, including the financial statements for the past three years, and the most recent report of each type required to be filed by the Organization with the Secretary of State shall be maintained as permanent records of the Organization at its principal office.

Public Inspection. Records of the Organization that must be available to the public (either under federal or state law) shall be so available during normal office hours, and shall be held at the Organization's principal office.

ARTICLE XIII – AMENDMENTS

The Directors of the Organization shall have the power to alter, amend, or repeal these bylaws by a majority of the Organization’s members voting, at any regular or special meeting, duly convened after notice to the Directors and membership of such purpose. Failing a quorum of the general membership at such meeting, a quorum of the Board of Directors may adopt such

amendments with a majority consensus of the Board.

ARTICLE XIV - DISSOLUTION

In the event of dissolution, assets of the Organization shall, after necessary expenses thereof, be distributed to another organization exempt under IRS Section 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose. Any such assets not so disposed of shall be then allocated, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which were organized and operated exclusively for such purposes.

Amendments to Lowcountry CERT Bylaws

ARTICLE III - PRINCIPAL OFFICE

Amend to read:

The principal office of the Organization will be:

Lowcountry CERT

C/O Charleston County Emergency Management Department

8500 Palmetto Commerce Pkwy

Ladson, SC 29456

Amendment to Lowcountry CERT Bylaws as to ADVISOR

Voted on and passed at the annual Meeting February 9, 2013

1) ARTICLE VI - BOARD OF DIRECTORS

Change wording from Advisor to ADVISORS

2) ARTICLE VII - RESPONSIBILITIES OF THE BOARD

Amend to read:

Advisors

Each participating County Emergency Management Organization with a CERT program shall appoint a representative to serve in an advisory role.

- 1.) Advisors shall have voice but no vote to this Board and its committees;
- 2.) To act as an advisor to the Executive Board of the Organization and its committees;
- 3.) To be the liaison person between the State and County Emergency Programs and the Organization; and
- 4.) To maintain a database of CERT Training, instructors, and resources of any kind.

Amendment to Lowcountry CERT Bylaws as to Elections

Voted on and passed at the annual Meeting February 9, 2014

Changed the Lowcountry Board Elections to Chair and Treasurer Elections same year and the Vice Chair and Secretary the same year.

ARTICLE VI - BOARD OF DIRECTORS (Paragraph Four)

Amend to read:

Terms for members of the Executive Committee, with the exception of the Advisors, shall be two years. Elections will be during Annual Business Meetings in February. The voting for those positions shall be by a majority of membership present at that meeting. Subsequent to the first election, the Assistant Chairperson and Secretary will be elected in even-numbered years, and the Chairperson and Treasurer will be elected in odd-numbered years.