

**_By-Laws
of the
Friends of the Charleston Center
Approved April 11, 2016**

ARTICLE I: Name

The name of the organization shall be the Friends of the Charleston Center (FOCC).

ARTICLE II: Mission

Support the Charleston Center in building healthier lives free of alcohol and other drug related consequences.

ARTICLE III: Vision

To be an integrated component of the Charleston Center that effectively promotes community awareness of services and connects clients to available resources.

ARTICLE IV: AUTHORIZATION

Created by former Charleston Center Advisory board members and concerned citizens wishing to aid the mission of The Charleston Center. The organization exists as a separate entity from Charleston County, The Charleston Center, or any other related entity.

ARTICLE V: Responsibilities and Duties

Section 1 Assist and coordinate the provision of community support to include, but not limited to, outreach to the recovering community and facilitating interaction with community services for the clients, staff, and administration of The Charleston Center.

Section 2 Assist and coordinate the provision of community support materials, e.g. pamphlets, books, and other literature.

Section 3 Assist in bridging the gap for clients accessing recovery services in the community, e.g. recovery meetings and support services.

Section 4 Establish resources to aid in education of clients and staff on available community resources in support of making healthy choices.

Section 5 Establish resources to meet and/or update client and staff needs for donations of time, talent and treasure, and facilitating/coordinating the establishment of community donations of food, gifts and other materials that would aid the mission of The Charleston Center. Examples may include: financial assistance, children's supply needs, personal health supply needs, transportation passes, employment opportunities and other areas as identified by the Executive Director.

Section 6 Identify and facilitate client and staff access to specific population focused community resources such as young persons, Latino, persons of color, LGBTQ, etc.

Section 7 Serve as a resource to The Charleston Center administration and staff in establishing and supporting structured social events such as holiday parties, family events, and community outings.

Section 8 Be a resource for assistance in matters related to marketing and promoting the mission of The Charleston Center.

Section 9 Identify funding and grant resources available to both the FOCC, The Charleston Center and community partners that would provide needed financial resources to support the mission of those organizations.

Section 10 Advocate for and promote community knowledge of and interest in matters pertaining to addressing the problems of alcohol and other drug abuse in coordination with the programs and activities of the Charleston Center.

ARTICLE VI: INDEMNITY

An indemnity policy will be created and approved by the Board and published separately as an amendment to these bylaws.

ARTICLE VII: MEMBERSHIP

Section 1 All individuals who are supportive of the FOCC mission are invited to be a general member of the FOCC. Membership includes the payment of a suggested one-time administrative support fee of \$20.00 and agreement to be included on the FOCC contact list. FOCC will be invited and welcome to participate in all FOCC activities, serve on committees and task groups, volunteer for service at the Charleston Center (with the approval of the Executive Director) and be included in fund raising events. FOCC will be recipients of all general and informational FOCC communications from the Board and/or the Charleston Center.

Section 2 The Board of the FOCC (Board) will consist of up to 15 FOCC members. FOCC members, requesting or invited to serve on the Board will be reviewed, vetted and approved for membership by unanimous consent of the current Board members.

Section 3 Board Members should be invited/considered for membership based on their known capacity for active and productive community service, and possession of a particular interest/experience in the area of substance abuse, mental health and/or other social services. Individuals who fit the criteria and are also members of the recovering community and/or recovering support community are particularly sought for Board membership.

Section 4 The executive positions of the Board will be composed of the following:

- Chairperson (1)
- Alternate Chairperson(1)
- Secretary (1)
- Alternate Secretary (1)
- Treasurer (1)
- Alternate Treasurer (1)

- Fundraising Chair and Co-chair (2)
- Marketing/community outreach Chair and Co-chair (2)
- The Charleston Center Executive Director in an ad-hoc, nonvoting capacity

Section 5 The executive positions will be 2 year commitments. Board positions will be filled by way of elections held in December.

Section 6 Commitment to serve is considered voluntary and the commitment is expected to be completed through the 2 year period. If, for some unexpected reason an officer is not able to complete his/her commitment, it is expected that a resignation will be submitted in a timely manner.

Section 7 Board members may be removed from service for non- attendance or Non-performance of position responsibilities by majority vote at a regular meeting of the board where the item was placed on the written agenda distributed at least two weeks prior to the vote.

Section 8 For board service, it is suggested that Individuals have at least 2 years of continuous recovery (if applicable.) Exceptions may be considered by the board. No active employees of The Charleston Center are eligible to be members of the Board unless approved by the Director (maximum of two employees).

ARTICLE VIII: OFFICERS

Section 1 The Officers of the Board will at minimum be the Chair, Alternate Chair, Treasurer, Alternate Treasurer, Secretary, and Alternate Secretary. Other Officers may be created by the Board based on need.

Section 2 The Officers will be elected by the Board at the regularly scheduled December meeting or at another time as may be determined by the Board. The process of election will be determined by the Board.

Section 3 All officers will serve a two (2) year term, with a limit of three (3) consecutive terms [making a total of six (6) years]; after a year hiatus from that position, a board member may be permitted to reapply.

Section 4 Upon resignation of an Officer, the Alternate will assume the primary role and elections will be announced for a replacement for the remainder of the vacancy.

ARTICLE IX: OFFICER DUTIES

Section 1 Chairperson (1):

- Will attend all scheduled board meetings, promptly reporting to the Alternate Chair any time he/she will not be able to attend.
- Will preside at all meetings of the board.
- Will prepare an agenda for all meetings of the board.
- Will represent the board at public/community events or appoint a board member to attend in his/her place.
- Will appoint chairpersons to standing and adhoc committees.

- Will serve as primary liaison between board and the CC Executive Director.
- Upon term completion, review experiences with the incoming Chair and suggest improvements.

Section 2 Alternate Chair (1)

- Will attend all scheduled board meetings, promptly reporting to Chair prior to any time he/she will not be able to attend.
- Will assume the duties of the Chair in the absence of the Chair.
- Will be encouraged to actively participate on at least one (1) standing committee.
- Will assist the Chair as needed.
- Upon term completion, review experiences with the incoming Alternate Chair and suggest improvements

Section 3 Secretary (1)

- Will attend all scheduled board meetings, promptly reporting to Chair prior to any time he/she will not be able to attend.
- Will be responsible for maintaining a record of all meetings (minutes).
- Will be responsible for posting all minutes to the secured repository in a timely manner after each meeting.
- Will coordinate off-site/mobile meeting attendance when required for officers unable to physically attend meetings.
- Upon term completion, review experiences with the incoming Secretary and suggest improvements.

Section 4 Alternate Secretary (1)

- Will attend all scheduled board meetings, promptly reporting to Chair prior to any time he/she will not be able to attend.
- Will assume the duties of the Secretary in the absence of the Secretary.
- Will be encouraged to actively participate on at least one (1) standing committee.
- Will assist the Secretary as needed.
- Upon term completion, review experiences with the incoming Alternate Secretary and suggest improvements.

Section 5 Treasurer (1)

- Will attend all scheduled board meetings, promptly reporting to Chair prior to any time he/she will not be able to attend.
- Serve as Chief Financial Officer and guardian of funds.
- Reconcile and prepare all monthly financial statements.
- Prepare annual budget.
- Provide financial reports and current bank statements at monthly meetings.
- Alert Board of anticipated large expenditures over \$100 prior to payment of such.
- Review and submit IRS form 990 for the previous year by May 15th.

- Prepare budgets and final statements for all social events.
- Perform other finance-related duties as requested by the Chair.
- Upon term completion, review experiences with the incoming Treasurer and suggest improvements.

Section 6 Alternate Treasurer (1)

- Will attend all scheduled board meetings, promptly reporting to Chair prior to any time he/she will not be able to attend.
- Will assume the duties of the Treasurer in the absence of the Treasurer.
- Will be encouraged to participate on at least one (1) standing committee.
- Will assist the Treasurer as needed.
- Upon term completion, review experiences with the incoming Alternate Treasurer and suggest improvements.

Section 7 Fund Development Committee Chair and Co-chair (2)

- Will attend all scheduled board meetings, promptly reporting to Chair prior to any time he/she will not be able to attend.
- Will function as coordinators of all fund development activities conducted by FOCC.
- Will aid the Board in matters related to fundraising.
- Will provide reports at each scheduled board meeting updating officers on the status of current activities.
- Will coordinate closely with the Treasurer and Alternate Treasurer in matters related to fund development.

Section 8 Marketing and Community Outreach Committee Chair and Co-chair (2)

- Will attend all scheduled board meetings, promptly reporting to Chair prior to any time he/she will not be able to attend.
- Will function as coordinators of all marketing and community outreach activities conducted by FOCC.
- Will aid the Board in matters related to marketing and community outreach activities.
- Will provide reports at each scheduled board meeting updating officers on the status of current activities.
- Will coordinate closely with the CC Director in matters related to marketing and community outreach.

ARTICLE X: MEETINGS

Section 1 The Board will conduct regular, scheduled meetings at an established time and place. There will be a minimum of 6 meetings per year.

Section 2 Board members present at a regular scheduled meeting will constitute a quorum, should 50% of officers (5) be present, under which regular Board business can be conducted. Should a quorum not be present, motions and voting will not take place. Motions and consensus will be used to conduct all business and each motion and item of

consensus will be recorded in the minutes of the meeting by the Secretary. **Roberts Rules of Order** will be adhered to as closely as possible and deferred to for protocol at the request of any officer. Minority opinion will be heard on all items to be voted on prior to such vote.

Section 3 The Director of the Charleston Center will be informed in advance and invited relative to all business meetings of the Board and meetings of standing committees. The Director may appoint a designee to represent him/her at any such meeting. The Director or appointed designee will not be a voting member of the board.

Section 4 The Chair may call special board meetings, as needed, providing there is ample advance notification (7 days prior to such meeting) provided to the Board members and the Director.

Section 5 A special meeting can also be called by five (5) officers of the Board who will make the request for the meeting in writing to the Chair and the Director. The purpose of the meeting is not required to be stated in the written request, but it is recommended.

ARTICLE XI: COMMITTEES

Section 1 Standing committees are the following: the Marketing and Community Outreach Committee and the Fund Development Committee. The Alternate Chair of each committee will be elected every year from candidates nominated from members of the FOCC. Chair and Alternate Chair of a standing committee will be voting members of the Board. Duties of each committee will be specified and approved by the Board and published separately.

Section 2 Special committees can be established at the discretion of the chair, with majority vote at a regular scheduled meeting of the board. The Chair of a special committee will be appointed by the Chair of the Board. The membership may be drawn from the Board and or the General Membership, and while a Board member is not required to be on a special committee, it is recommended. A special committee will be dissolved or discontinued once the task and related business has been accomplished.

ARTICLE XII: FUNDS

Section 1 Donations made to the FOCC will be maintained in accordance with the guidelines of the non-profit charter from the Secretary of the State of SC.

Section 2 The Board will receive periodic, at least semi-annual, reports from the Charleston Center on the investment, distribution, and/or expenditure of such gifts/expenditures.

ARTICLE XIII: CLARIFICATIONS

Section 1 All personnel of the Charleston Center, a Department of Charleston County, are the staff/employees of Charleston County. As such, the supervision of all personnel, contractors and volunteers and all related human resource decisions are under the auspices of the County Administrator and the Director, as stated and implemented under Charleston County Human Resources Policy. Board members, as a group or individually, have no

authority regarding Charleston Center and Charleston County employees, contractors and volunteers.

Section 2 In all matters relating to the Charleston Center, Board members, as a group or individually, will officially interact with the employees, contractors and volunteers of the Charleston Center through the Director or by the Director's authority.

Section 3 FOCC members and board officers are in no way directed, supervised, or managed by the Charleston Center, Charleston County Government, it's contractors or volunteers.

Section 4 In all matters relating to the FOCC, members and board officers will in no way represent themselves as employees of the Charleston Center, Charleston County, it's contractors or volunteers.

Section 5 A conflict of interest policy will be created and approved by the Board and published separately.

ARTICLE XIV: DISSOLUTION CLAUSE

In the event of the dissolution of the Friends of the Charleston Center, a nonprofit corporation pursuant to the S.C. Code of Laws, all assets of the Friends of the Charleston Center will be distributed to Charleston County Government for the public purpose of the use and benefit of the Charleston Center.

ARTICLE XV: AMENDMENTS

The By-Laws may be amended by a two-thirds vote of the Board present at a regularly scheduled meeting, providing a notice of the proposed amendment was presented in writing to all Board members at least thirty (30) days prior to the meeting in which the amendment vote is conducted, or at the previous regularly scheduled meeting. (see Article X, Section 2 for voting and quorum guidelines.)

ARTICLE XVI: RATIFICATION

These By-Laws will take effect on the date they are approved by the Board as indicated and certified below by the Chair and the Director.

Phillip Botham
Chair FOCC

Date

Signature

Chanda F. Brown, Ph.D
Executive Director

Date

Signature