

***Bylaws
of
Charleston Tours Association, Inc.***

ARTICLE I
NAME AND STATUS

SECTION 1 - Name

The organization shall be known as Charleston Tours Association, Inc., hereinafter referred to as CTA or the Association.

SECTION 2 - Status

The CTA is a charitable organization established for educational purposes and shall be conducted as a non-profit corporation under Section 501 (c)(6) of the Internal Revenue Code of 1986.

ARTICLE II
GENERAL PURPOSES AND OBJECTIVES

SECTION 1 - Purpose

Purpose of the CTA is to create a community of Charleston tour companies to:

- A. Promote the highest standards of service, integrity and professionalism in the Charleston tour industry;
- B. Educate members of current information to the tourism industry;
- C. Work with community leaders, private tourism related organizations and local government to promote high standard tourism; and
- D. Represent the interests of the CTA members and of the tourism profession in matters involving the local community.

SECTION 2 - Objectives

- A. To advance the standards of the tour companies operating in Charleston, South Carolina.
- B. To develop community, government and private business support for continued high standards in the Charleston tour industry.
- C. To educate the public, community, government and private tour companies of the need for the highest standards of the tour industry in Charleston;
- D. To resolve issues of concern of CTA, local government, private tourism related organizations, and the residents of Charleston to enhance the presence of the Charleston tour industry to maintain a visitor-friendly metropolitan area
- E. To encourage excellence in the Charleston tour industry through professional exchanges and relationships, social media and other means, as appropriate.

ARTICLE III

POWERS

SECTION 1 - Powers

CTA shall have the power to engage in, and do, any lawful act consistent with the stipulations of the Bylaws and its non-profit tax-exempt status, including, but not limited to, the collection of membership dues and other assessments, management of bank accounts and investments, to support the standards of Charleston tour industry and projects and activities sponsored by the Association.

SECTION 2 - Restricted Activities

Notwithstanding any provisions of these Bylaws and the policies and procedures of CTA, the Association shall not engage in any activities or exercise any powers that are inconsistent with the Association's nonprofit tax-exempt status or the furtherance of the purposes and objectives described herein. The Association shall not engage in any political activity and shall not contribute to any political campaign.

ARTICLE IV

DISSOLUTION

SECTION 1 - Proposal for Dissolution

A proposal for dissolution of CTA shall be considered at a regular meeting of CTA Officers and only after written notice is given at least four (4) weeks in advance to each member in good standing. A three-fourths (3/4) majority vote of the quorum at a regular meeting of the Executive Board shall be required before a proposal for dissolution shall be considered. To dissolve the Association, there must be at least a three-fourths (3/4) majority vote for dissolution by the General Board.

SECTION 2 - Dissolution of the Association

In the event of the dissolution of CTA, the assets of CTA shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such asset not so disposed in accordance with this Section, shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to organization or organizations, as said court shall determine, where are organized and operated exclusively for such purpose.

The method of distribution of assets shall be determined by the Officers.

ARTICLE V
MEMBERSHIP

SECTION 1 - Association Membership

The membership of CTA shall be made up of the following members: Individual Membership, Individual Plus Membership, Associate Membership, Honorary Membership, and Corporate Membership.

SECTION 2 - Individual Membership

A. Individual Member

An Individual Member is eligible to exercise voting privileges and to hold office in the Association. Upon acceptance of an Individual Member and at the request of the Individual Member, such Individual Member's name, email address and phone number shall be included on Association's website under one (1) tour provider category. Individual Members are eligible to attend the meetings and programs of the Association.

To qualify as Individual Member, an individual must:

1. Be an individual who is involved with the Charleston tour industry; and is a member (applies to tour companies only) or supporter in good standing of the Palmetto Guild.
2. Pay dues to the Association as prescribed by the Officers.

B. Individual Plus Member

An Individual Plus Member is eligible to exercise voting privileges and to hold office in the Association. Upon acceptance of an Individual Plus Member and at the request of the Individual Plus Member, such Individual Plus Member's name, email address, website link, and phone number shall be included on Association's website under three (3) tour provider categories. Individual Plus Members are eligible to attend the meetings and programs of the Association.

To qualify as Individual Plus Member, an individual must:

1. Be an individual who is involved with the Charleston tour industry; and is a member (applies to tour companies only) or supporter in good standing of the Palmetto Guild.
2. Pay dues to the Association as prescribed by the Officers.

C. Associate Member

An Associate Member has no voting rights and is not eligible to hold an elective office. Associate Members shall pay dues to the Association as prescribed by the Officers.

To qualify as an Associate Member, an individual must:

1. Associate members are non-voting members who are sponsored by a voting member. A voting member can sponsor one association member per year. Associate membership shall be subject to Board approval.
2. Pay dues to the association as prescribed by the Officers.

D. Honorary Member

The company's logo which will be linked to their website will be included on the home page the Association's website.

To qualify as an Honorary Member, an individual must:

1. Host a CTA meeting.
2. Honorary Members membership for 2 people to attend CTA events and meetings for the period of one (1) calendar year.

Honorary Members are not eligible to vote or hold office in the Association.

SECTION 3. Corporate Members

- A. Bronze Level - A Bronze Level Corporate Member is eligible to exercise voting privileges of one vote and an employee or owner of a Bronze Level Corporate Member is eligible to hold office in the Association. Such nominations may be submitted prior to an election meeting. Upon acceptance of a Bronze Level Corporate Member and at the request of the Bronze Level Corporate Member, such Bronze Level Corporate Member's name, Association approved logo, website link, email address and phone number shall be included on Association's website under four (4) tour provider categories. One person representing Bronze Level Corporate Member is eligible to attend the meetings and programs of the Association and the Bronze Level Corporate Member may bring two (2) guests to attend the meetings and programs of the Association.

To qualify as a Bronze Level Corporate Member of the Association, a company must:

1. Be a company who is involved with the Charleston tour industry; and is a member (applies to tour companies only) or supporter in good standing of the Palmetto Guild.
2. Pay dues to the Association as prescribed by the Officers.

- B. Silver Level - A Silver Level Corporate Member is eligible to exercise voting privileges of one vote and an employee or owner of a Silver Level Corporate Member is eligible to hold office in the Association. Such nominations may be submitted prior to an election meeting. Upon acceptance of a Silver Level Corporate Member and at the request of the Silver Level Corporate Member, such Silver Level Corporate Member's name, Association approved logo and one (1) picture, website link, email address, phone number and an approved description of the Silver Level Corporate Member of not more than thirty (30) words shall be included on Association's website under six (6) tour provider

categories. One person representing Silver Level Corporate Member is eligible to attend the meetings and programs of the Association and the Silver Level Corporate Member may bring three (3) guests to attend the meetings and programs of the Association.

To qualify as meetings and programs of the Association, a company must:

1. Be a company who involved with the Charleston tour industry; and is a member (applies to tour companies only) or supporter in good standing of the Palmetto Guild.
 2. Pay dues to the Association as prescribed by the Officers.
- C. Gold Level - A Gold Level Corporate Member is eligible to exercise voting privileges of one vote and an employee or owner of a Gold Level Corporate Member is eligible to hold office in the Association. Such nominations may be submitted prior to an election meeting. Upon acceptance of a Gold Level Corporate Member and at the request of the Gold Level Corporate Member, such Gold Level Corporate Member's name, Association approved logo and three (3) pictures, website link, email address, phone number and an approved description of the Member of not more than fifty (50) words shall be included on Association's website under ten (10) tour provider categories. One person representing Gold Level Corporate Member is eligible to attend the meetings and programs of the Association and the Gold Level Corporate Member may bring four (4) guests to attend the meetings and programs of the Association.

To qualify as Gold Level Corporate Member of the Association, a company must:

1. Be a company who is currently active in the Charleston tour industry; and is a member (applies to tour companies only) or supporter in good standing of the Palmetto Guild.
2. Pay dues to the Association as prescribed by the Officers.

A membership may not be shared by or among any separate legal entities.

SECTION 4 - Member in Good Standing

A CTA member in good standing shall have and enjoy all the privileges and benefits of CTA if such member:

- A. pays all required dues and assessments in accordance with these Bylaws and as assessed by the Executive Board at each level; and
- B. abides by all membership standards as set forth herein and by the Association.

SECTION 5 - Founding Member

A Founding Member is a Member of any category enumerated in Article V(2) in Good Standing who contributed funds to the organization at a level prescribed by the Executive Board to CTA within the first two months of the inception of CTA at a level determined by the Executive Board.

SECTION 6 - Ejection of Members

Notwithstanding anything herein the Executive Board may eject a Member or deny membership to a person or entity that, in its sole discretion, does not represent the professional standards of the Association, support the purpose of the Association or acts in a manner contrary to the goals of the Association.

Section 7- General Membership Meetings

- A. Meetings of the General Membership shall be held each month at a time and location to be determined by the Vice-President;
- B. No less than one (1) weeks' notice shall be transmitted to all members.
- C. General membership meetings shall be held on the second Monday of each month unless members are notified otherwise.
- D. Except for Executive Sessions, all meetings shall be open to any Association member.

Section 8- Voting of the Members

Any vote of the Members may be held at in person meetings, through video meetings (such as Zoom, Skype, etc.), by telephone, in writing or by electronic communications, such as email or text to an email address or phone number designated by the Executive Board and as communicated to the Members at a Members meeting or newsletter at least 15 days prior to such vote. A vote is considered cast upon receipt of the vote. Any member that votes through any means waives all objections on the means of voting.

Section 9 - Delinquent Dues

Any Member who is delinquent in dues for a period of thirty (30) days from the time dues become payable shall be notified of such delinquency. If the payment of dues is not made within the succeeding thirty (30) days, the delinquent member shall be automatically terminated from Membership and thereupon forfeit all rights and privileges of Membership.

Section 10 - Dues For New Members

Anyone joining the CTA ninety (90) days prior to the July 1st deadline payment shall not be required to pay again until the following year. This waiver of dues for new Members does not apply to renewals of Memberships.

ARTICLE VI

NO BOARD OF DIRECTORS

SECTION 1 - CTA Shall Have No Board of Directors

Subject to the provisions of South Carolina Nonprofit Corporation Act, the activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Executive Board of the Association.

SECTION 2- Approval Satisfied by Member Vote

Unless the Articles of Incorporation provide otherwise, (i) action requiring changed title approval or both changed title and shareholder approval is authorized if approved by the shareholders and (ii) action requiring a majority or greater percentage vote of the Executive Board is authorized if approved by the majority or greater percentage of the Executive Board of the Association.

SECTION 3 - Certification Of Action Normally Requiring Director Approval

A requirement by a state or the United States that a document delivered for filing contain a statement that specified action has been taken by the Executive Board is satisfied by a statement that the action was approved by the Executive Board of the Association.

SECTION 4- Designated Directors

Members of the Executive Board of the Association are authorized to sign documents as "designated directors."

ARTICLE VII

OFFICERS

SECTION 1 - Definition

The Officers of CTA shall be a President, Vice President, Secretary, and Treasurer the immediate past President (1 year only after their term has expired) and up to five (5) additional at-large board members. and shall be called the Executive Board. The Officers shall have the authority to conduct general business and to act on behalf of the Association excluding the power to adopt, amend or repeal the Bylaws or any other act excluded by the Articles of Incorporation.

SECTION 2 - Nominations for Office

Any Member (or in the case of a Corporate Member, an employee or owner of such Corporate Member) in good standing with CTA may be nominated for an Officer's position. Such nominations may be submitted prior to an election meeting.

SECTION 3 - Election or Appointment to the Officers

The initial officers shall be:

President - Lee Ann Bain

Vice President - Charlene Boyd

Secretary- Serge Polyachenko

Treasurer- Robin Hillyer Miles

Members At Large -Broderick Christoff, Alex Levine, Jay Walker, Alan Rosenfeld, John Mulherin

The election of Officers will be held at the CTA's annual business meeting in January unless another date is chosen. The President and Treasurer will be elected in odd years, and the Vice-President and Secretary will be elected in even years. Members at-large: shall be staggered in such a manner that in each election.

Election shall be by ballot and a majority of votes cast shall elect. In cases where more than two persons are nominated for a given office, a preliminary ballot shall first be taken. If any person garners more than one-half of the votes cast in the preliminary vote, that person shall be declared the winner and no further vote shall be taken for the office. If no person receives more than one-half of the votes, the two persons with the highest number of votes shall then be announced and a final ballot shall be taken to select between the two. The person receiving the greater number of votes shall be declared the winner. In the event of a tie, the presiding President shall cast the deciding vote regardless of whether the presiding officer has already voted as a Member.

SECTION 4 - Term of Office

The term of office for Officers shall be a two (2) year term. The term shall commence the first day immediately following the election.

SECTION 5 - Quorum

A quorum for a meeting of the Officers shall be the number of Officers constituting more than a majority of the Officers.

SECTION 6 - Duties of the Officers

A. President

The President shall be the Chief Executive Officer of the Association and shall:

1. preside at all meetings of the Members and Executive Board; and
2. have general charge of the business of the Association and shall execute, with the Secretary, in the name of the CTA, all deeds, bonds, contracts and other obligations and instruments authorized by the Executive Board; and
3. appoint such standing or special committee and subcommittee chairpersons as appropriate; and
4. have such other powers and perform such other duties as may be prescribed by the Executive Board.

B. Vice President

1. The Vice President shall be vested with the same powers and shall perform the duties of the President in case of absence or disability of the latter. The Vice President shall also have such duties as may be prescribed by the President.

C. Secretary

The Secretary shall:

1. keep a full and complete record of the proceedings of Executive Board, including Zoom, Skype or like virtual meetings and Executive Board approvals or rejections sent in a written or electronic form, including emails and if allowed by the Executive Board, text messages.
2. make and serve notices as may be necessary;
3. distribute the minutes of the Executive Board within thirty (30) days;
4. maintain an updated copy of the Bylaws and Association documents;
5. perform all other duties incidental to the office of the Secretary; and
6. have such other powers and duties as may be prescribed by the Executive Board.

In the event of absence or disability of the Secretary, or refusal or neglect to act, the presiding officer shall appoint a person to act as the recorder of meetings. In such absence notices may be given and served by the President or the Vice President, or by any other person authorized by the President or Executive Board.

D. Treasurer

The Treasurer shall:

1. receive and safely keep all funds of the Association and deposit the same in such bank or banks as may be authorized by the Executive Board. CTA funds shall be disbursed only in accordance with the provisions of the Bylaws and the rules established by the Executive Board on checks of the Association, signed as directed by the Executive Board; and
2. control the keeping of the books and accounts of the Association; and
3. be responsible for the preparation of complete financial statements and tax returns of CTA. The financial statements shall consist of a balance sheet, income statement and other financial statements as may be required of this Association and shall be prepared annually or as otherwise directed by the Executive Board. A record and accurate account of all receipts and disbursements shall be compiled by the Treasurer. All finance records shall be maintained on a financial calendar year from January 1 to December 31; and
4. prepare a financial status report for each meeting of the Executive Board.

E. Members-At-Large

The Members-At-Large shall vote as an Officer of the Company and shall perform the duties as determined by the Executive Committee, from time to time.

SECTION 7 - Removal of an Executive Director

A. Without Cause

A director may be removed from office without cause by a majority vote at a meeting of the members entitled to vote called for the purpose of removing the director. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

B. With Cause

A director may be removed from office with cause by a majority of affirmative votes of the members of the Board of Directors when a quorum is present. Cause is defined as a conflict of interest, unethical behavior or unprofessional behavior. These can be but are not limited to: misusing board funds, committing fraudulent activities, disclosing confidential information to the public

An Executive Director who misses 2 or more Executive Director meetings annually or may be replaced as determined by the President for the duration of his/her term.

SECTION 8 - Vacancy in Office

A vacancy occurring for any reason to the Executive Board shall be filled by a person appointed by the Executive Board. In the case of a withdrawal of an Executive Board Member, for any cause, the President shall appoint a successor from among the CTA Membership to fill the unexpired term. In the case of withdrawal of the President, the Vice President shall assume the duties of the President and appoint an interim Vice President; both to serve until the time of the next election.

SECTION 9 - Compensation

The Executive Board shall receive no compensation beyond the actual expenses incurred while representing and performing the work of CTA.

ARTICLE VIII

MEETINGS OF THE EXECUTIVE BOARD

SECTION 1 - Frequency

The Executive Board shall meet quarterly and when necessary to transact business. Meeting dates, locations and times will be scheduled at least two (2) weeks in advance.

SECTION 2 - Notice of Meetings

Notice of meetings of the Executive Board shall be given in writing to each Board Member. Such notice shall be given by an Officer via electronic mail or by means approved by the Executive Board to each Board Member prior to the commencement date of the meeting. Such notice shall state the date or dates, time and location of the meeting.

SECTION 3 - Quorum and Voting Requirements

- A. At any meeting of the Executive Board, the presence of at least one-third (1/3) of the Members shall constitute a quorum to transact business and a majority of those voting shall be sufficient to pass any item of business except as otherwise specifically stated in these Bylaws.
- B. No Delegate may vote or exercise a proxy for an absent Officer until such Officer has registered with the Secretary or recorder and has provided the name of the absent Officer. Furthermore, no Officer may vote or exercise a proxy in regard to an item under deliberation by the Executive Board unless the Officer and proxy have been registered with the Secretary prior to the question being called for the item.
- C. The Officers present at an Executive Board Meeting at which a quorum has been declared present may continue to transact business until adjournment, even though enough members have withdrawn to leave less than a quorum, provided that a majority of the Executive Board remains.

SECTION 4 - Presiding Officer

The President or, in his absence the Vice President or, in the presence of neither, a person selected by the Executive Board, shall call the board meeting to order and shall act as presiding officer thereof.

SECTION 5 - Secretary

The Secretary shall act as recorder of the proceedings of the board meeting. In the absence of the Secretary, the presiding officer shall appoint a person to act as the recorder.

SECTION 6 - Conduct of Executive Board Without a Meeting

Upon the written consent of two-thirds of the members of the Executive Board, the Executive Board may conduct the activities of the Association without a meeting. Further, the Executive Board may authorize an Officer to perform purchasing activities without the pre-approval of the Executive Board below a designated dollar amount established by the Executive Board.

COMMITTEES

SECTION 1 - Appointment

The President shall appoint chairpersons of such standing and special committees, as may be necessary to carry out the goals and objectives of CTA.

SECTION 2 - Special Committees and Nominations Chairperson

Additional special committees and professional advisory boards may be created by the President or Executive Board.

ARTICLE XI

DUES

SECTION 1 - Establishment of Dues

The Executive Board shall have the power to set the dues and the frequency of the dues for each category of membership.

SECTION 2 - Dues Collection

The Treasurer may collect membership dues from eligible persons or company, as the case may be, in an amount not less than the amount set by the CTA Executive Board.

SECTION 3 - Membership Duration

Individual membership shall extend from July 1 each year to June 30 of the following year.

ARTICLE XII

OFFICIAL SEAL

The Executive Board shall provide a suitable seal for the Association that shall contain the inscription Charleston Tours Association.

ARTICLE XIII

AMENDMENTS

SECTION 1 - Proposed Amendments

- A. Amendments to the Bylaws may be proposed by any Officer or Member of the Executive Board at any meeting of the Executive Board.
- B. Amendments must be proposed in writing and made available to all Executive Board members.

- C. The Secretary shall announce the receipt of such proposed amendment(s) during the New Business section of an Executive Board meeting and shall provide copies of the proposal in the minutes thereof.

SECTION 2 - Adopting Amendments

- A. Subsequent to the submission of the proposed amendment(s), but, prior to any action on the proposal by the Executive Board, a legal advisor may submit an impartial opinion.
- B. The proposed amendment(s), in final form, shall not be voted upon until the next regularly scheduled the Executive Board meeting.
- C. Any changes to the final form of the proposed amendment(s) at the Executive Board meeting wherein the vote was to be taken will result in a further delay of the vote until the next scheduled Executive Board meeting.
- D. A majority vote of the Executive Board is required to adopt a recommendation of proposed Bylaw amendment(s) to be voted upon by the Members.
- E. Subsequent to the approval of the proposed amendment(s) by the Executive Board, the Secretary shall send the Association's Members a copy of the proposed amendment, in its final form, with a notice of a meeting, as prescribed above, during which the Members shall have the ability to approve the proposed Bylaw amendment(s).
- F. A two-thirds Approval Required. Amendments to the by-laws may be submitted in writing at any Board of Directors meeting. Such amendments, if approved by a 2/3 majority of the Board of Directors present shall be submitted to the general membership review and approval. A review and comment period shall be held for thirty (30) days prior to voting. Said amendment(s) shall be ratified by a majority vote of the Members. Upon approval of the Executive Committee, a Member's vote to ratify the amendment may be verbal approval at a meeting or by electronic or written submission of approval of ratification of two-thirds (2/3) the Members of the Company.

SECTION 3 - Notice of Bylaw Change

Following amendment(s) of the Bylaws, the Secretary shall, within sixty (60) days:

- A. make appropriate modifications to the Bylaws; and
- B. provide notice of the Bylaw change(s) to each Member; and
- C. arrange for the newly revised Bylaws to be available via electronic mail.

ARTICLE XIV

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Member, officer, employee or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed

for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Executive Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Association. Upon dissolution or winding up of the affairs of the Association, whether voluntarily or involuntarily, the assets of the Association, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Association and not otherwise.

The undersigned hereby certifies that the foregoing Bylaws have been adopted as the first Bylaws of the Association.

Secretary