

*The South Carolina Alliance for Culture Change*  
*BY LAWS*

**ARTICLE I – NAME**

The name of this Organization shall be *The South Carolina Alliance for Culture Change*.

**ARTICLE II – PURPOSE**

The purpose of this non-profit organization, which was founded on the 10 principles of the Eden Alternative™, shall be to improve the quality of life for residents and staff living and working in long-term care settings. We provide nursing and assisted living facilities the education and tools necessary to transform their facilities into “HOME.” This philosophy of deep culture change moves long-term care facilities from the institutional/medical model of care to a resident-directed model of care. We teach staffs that close personal relationships, the opportunity to care for other living things, and variety and spontaneity provide meaning to our residents’ lives that creates an enlivened environment where residents continue to grow. We believe nursing homes should not be a place where one goes to die, but rather a place to receive help with living.

**ARTICLE III – MEMBERSHIP**

- Section 1. Any person, regardless of race, color, creed, gender, national origin, or physical handicap, may become a member of this organization upon application and payment of dues as set forth by the Board of Directors.
- Section 2. Members shall be actively or genuinely interested in some phase of Culture Change in Long-Term Care, and shall (1) serve on at least one standing committee or one Annual Conference committee, or (2) volunteer services on coalition projects.
- Section 3. At the discretion of the Board of Directors, persons may be honored for outstanding, dedicated service by having bestowed upon them an honorary membership. An honorary member shall have none of the obligations of membership, but shall be entitled to full privileges except those of making motions, of voting, and of holding office.

**ARTICLE IV – OFFICERS**

- Section 1. *The officers of the organization shall be President, Vice-President, Secretary, Treasurer and Past President.*

- Section 2. The officers shall be in good standing, elected to serve one year, and their terms of office shall begin January 1st of the year following their election.
- Section 3. The officers of the *Alliance* shall be elected by the membership at the Annual Business Meeting and elected term shall begin January 1 of the following year.
- Section 4. The term of office for each officer shall be one year, with an option to serve a second year consecutively and shall commence immediately upon installation, which shall be at the close of the Annual Business Meeting.
- Section 5. No member shall hold more than one office at a time, and no member shall hold the same office for more than two (2) years consecutively.
- Section 6. If a vacancy in the office of President occurs, *Vice-President* shall automatically become President; if a vacancy occurs in any other office, it shall be filled by election by the Board of Directors.
- Section 7. If the President does not seek a second term, the *Vice-President* shall automatically become President, unless an alternate candidate is nominated by the Board of Directors or by the membership of the Organization and receives a majority vote at the Annual Meeting.

## ARTICLE V – MEETINGS

- Section 1. The regular business meetings of the *Alliance* shall be held quarterly.
- Section 2. The regular business meeting in-the Fall shall be known as the Annual Meeting and shall be for the purpose of receiving into record the reports of officers and committees, for voting for new officers for the following year, and for any other business that may arise.
- Section 3. A quorum shall be necessary to conduct business at a regular business meeting and shall be no less than twenty-five percent (25%) of the active members.
- Section 4. A slate of nominees for all offices shall be presented at the Annual meeting. Nominations may be made from the floor with the consent of the nominee. The voting for officers shall be by secret ballot at the Fall meeting. Election shall be by a simple majority of votes cast.
- Section 5. Special meetings can be called by the President or by the Executive Committee of the Board of Directors and shall be called upon the written request of ten (10) members of the Organization. The purpose of the

meeting shall be stated in the call. Except in cases of emergency, at least three (3) days of notice shall be given.

## **ARTICLE VI - BOARD OF DIRECTORS**

- Section 1. The four (4) elected officers, the immediate past president, the chairpersons of all standing committees and other elected members shall comprise the Board of Directors.
- Section 2. The Board of Directors shall have general supervision of the affairs of the Organization between business meetings, fix the hour and place of meetings, make recommendations to the Organization, and shall perform such other duties as are specified in these bylaws. The Board of Directors shall be subject to the orders of the Organization, and none of its acts shall conflict with action taken by the Organization.
- Section 3. Regular meetings of the Board of Directors shall be held at least quarterly. Special meetings of the Board of Directors can be called by the President and shall be called upon the written request of three (3) members of the Board of Directors.
- Section 4. Each member of the Board of Directors shall be entitled to one (1) vote, regardless of the number of positions held within the Organization.
- Section 5. Each member, except the officers, shall serve a two-year term. Directors shall not be allowed to serve more than two (2) consecutive terms, without at least a one-year (1) break, unless elected to serve as an officer.

## **ARTICLE VII – ADVISORY BOARD**

- Section 1. An Advisory Board is hereby authorized for the purpose of assisting the Organization in the furtherance of its goals and objectives.
- Section 2. Membership goals and criteria for the Advisory Board shall be established by the Board of Directors.
- Section 3. Members of the Advisory Board shall be nominated by the Board of Directors and confirmed by the membership of the Organization. Confirmation may be accomplished at any regular meeting of the Organization by a majority vote of the members present.

## **ARTICLE VIII – COMMITTEES**

- Section 1. The standing committees of this Organization shall be:
- a. SC-CARES Committee
  - b. Chapter Leadership Committee
  - c. Annual Conference Planning Committee
  - d. Finance Committee
  - e. Nominating Committee
  - f. Education Committee
  - g. Fundraising Committee
- Section 2. With the exception of elected officers who serve as committee chairpersons, the President shall appoint chairpersons of committees. The President, with the approval of a majority of the Board of Directors, may name co-chairs for any standing committee. With the approval of a majority of the Board of Directors, an individual may serve as chair or co-chair of more than one standing committee.
- Section 3. Ad hoc committees may be created as necessary. Chairpersons (including co-chairs) of such committees shall be appointed by the President and the committees shall function for the time required to accomplish their purposes.
- Section 4. The President shall be an ex-officio member of all committees except the Nominating Committee.
- Section 5. All chairpersons shall submit a written report to the President prior to the Fall Annual meeting and shall make a report at the Annual Meeting.
- Section 6. All annually elected officers shall represent the membership of an Executive Committee of the Board of Directors. This Executive Committee shall serve under the delegated authority of the Board of Directors to act on their behalf to address emergency and/or unusual situations that require immediate attention when time or circumstances prevent a timely meeting of the full Board of Directors. Any action taken by the Executive Committee will be fully disclosed at the next regularly scheduled Board of Directors meeting after the Executive Committee special meeting. Additionally, the Executive Committee of the Board of Directors, by virtue of comprising the active elected officers of the Coalition, will also serve as an Investigative Committee of the Board of Directors to research, investigate and explore the reasonableness and potentiality of any special situations which the Board of Directors delegates to the Executive Committee. The Executive Committee will conduct a study thereof and bring a detailed report with a consensus recommendation from the Executive Committee to the full Board of Directors for consideration.

## **ARTICLE IX - FISCAL POLICIES**

- Section 1. The fiscal year shall be from January 1 to December 31.
- Section 2. An Auditing Committee of three (3) members shall be appointed as needed by the President, whose duty it shall be to audit the Treasurer's accounts.
- Section 3. The Registered Agent for Service of Process shall be appointed annually by the Board of Directors for the purpose of preparing such reports as required to maintain non-profit status with federal and state agencies, insuring that copies are provided to the Secretary and Treasurer.
- Section 4. No one may profit financially from membership in the Organization by sales or solicitation at meetings or workshops; however, the Organization may contract with members in their professional capacities.
- Section 5. Dissolution: In the event of dissolution of the Organization, all of its assets and funds shall be distributed to tax-exempt organizations, as the Board of Directors may determine, in compliance with Section 501(c)(3) of the Internal Revenue Code and other applicable federal or state statutes or regulations.
- Section 6. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE X – INDEMNIFICATION**

- Section 1. Scope: The Corporation shall indemnify, defend and hold harmless the Corporation's Officers and Directors to the fullest extent permitted by, and in accordance with the Act. This plan of indemnification shall constitute a binding agreement of the Corporation for the benefit of the Officers and Directors as consideration for their services to the Corporation, and may be modified or terminated by the Board of Directors only prospectively. Such right of indemnification shall not be exclusive of any others right which such Directors, Officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of members, insurance, provision of law, or otherwise, as well as their rights under this Article XI.
- Section 2. Indemnification Plan: The Board of Directors may from time to time adopt an Indemnification Plan implementing the rights granted in Section

1. This Indemnification Plan shall set forth in detail the mechanics of how the indemnification rights granted in Section 1 shall be exercised.

Section 3. Insurance: The Board of Directors may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another corporation, or as its representative in partnership, joint venture, trust, or other enterprise, against any liability asserted against such a person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

#### **ARTICLE X - PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order, Newly Revised, shall govern meetings of this Organization in all cases in which they are not inconsistent with these bylaws.

#### **ARTICLE XII - AMENDING BYLAWS**

The bylaws can be amended at any regular meeting of the Organization by a majority vote of the members present.