

**SRS HERITAGE FOUNDATION, INC.  
BY-LAWS**

ARTICLE I

Name

The name of this organization shall be the SRS Heritage Foundation, Inc.

ARTICLE II

Nature

The form of this organization is that of an eleemosynary, nonprofit corporation whose purposes shall be similar to those of any charitable or eleemosynary corporation.

ARTICLE III

Purposes

The purposes of the SRS Heritage Foundation, Inc. are to preserve and interpret the history of the Savannah River Site (SRS), including funds for the operation, maintenance and improvement of the SRS Heritage Center and enhancement of its educational programs. Towards this end the Foundation shall:

- Establish a continuing relationship between the SRS Heritage Center and the surrounding community for the operation, maintenance and improvement of the SRS Heritage Center and enhancement of its educational programs.
- Solicit and receive gifts, bequests, property or things of value and accept these for the exclusive benefit of the SRS Heritage Center.

- Build an endowment fund and disburse monies from time to time as determined by the Board of Directors and in accordance with the limitations of any gift.
- Determine in cooperation with the staff of the SRS Heritage Center, appropriate projects and programs to be financed in whole or in part by funds raised or by income from the endowment fund.
- Operate a gift store at the SRS Heritage Center whose profits will only be for the benefit of the Center.

## ARTICLE IV

### Offices

The offices of the SRS Heritage Foundation, Inc. will be at the SRS Heritage Center but will initially be at 121 Richland Avenue, East, Aiken, South Carolina 29801.

## ARTICLE V

### Board of Directors

Section 1. General Powers. The Board of Directors shall have the entire and exclusive control and management of the Foundation.

Section 2. Number and Qualifications. The number of Directors shall not be fewer than two (2) and not more than fifteen (15). In addition, the Executive Director of the Board and the Director of the SRS Heritage Center shall be ex-officio members. The Board of Directors may establish from time to time additional ex-officio positions not to exceed a total of five (5) ex-officio Directors.

Section 3. Method of Selection. At the annual meeting each year the Nominating Committee shall propose no more than eight (8) persons to serve as Board members for four (4) years. Additionally, the committee shall propose persons to fill any unexpired terms. The committee shall distribute the list of nominees to each Board member in advance of the annual meeting. The new board

members shall be elected by a majority vote of Board members present at the annual meeting. All outgoing Board members shall be eligible to vote.

Section 4. Term of Office. The elected Board members shall serve for terms of four (4) years each, with no more than eight (8) members being elected each year at the annual meeting. Board members may not serve more than two (2) terms of office consecutively.

Section 5. Vacancies. The existing Board of Directors may fill unexpired terms of office by a majority vote of those present and voting at any regular or special meeting of the Board. An outgoing Board member shall be entitled to vote in such an election.

#### Section 6. Meetings

(a) Regular Meetings. There shall be four (4) regular quarterly meetings of the Board of Directors each year. The regular meeting in the winter shall be designated as the annual meeting.

(b) Special Meetings. Special meetings of the Board may be called either by the Chairman of the Board, by the Vice Chairman, the Executive Committee, or by petition signed by three (3) or more Directors in accordance with the provision of the notice of meetings.

(c) Place of Meeting. The Chairman shall designate the time and place for all regular and special meetings.

(d) Notice of Meetings. Written or printed notice stating the place, day, and hour of all meetings of members shall be delivered, either personally, by regular mail or by email to each member entitled to vote at such meetings, not less than five (5) or more than sixty (60) days before the date of such meeting, by or at the direction of the Chairman or the Secretary. In case of special meetings, the purpose for which the meeting is called shall be stated in the notice.

(e) Quorum. A majority of the Board of Directors shall constitute a quorum at any meeting.

Section 7. Compensation. Board Members will serve without any compensation.

## Section 8. Conflict of Interest

Policy:

(a) This conflict of interest policy is intended to protect the tax-exempt status of the SRS Heritage Foundation by preventing personal benefit to any Board member from Foundation activities.

(b) Definition. A conflict of interest occurs when a Board member's obligation to further the charitable purposes of the SRS Heritage Foundation is at odds with their own financial interests.

(c) Duty to Disclose. A Board member with a potential conflict of interest shall disclose the facts of this potential conflict to the full Board. The Board decides if a conflict of interest exists.

(d) Voting. Board members with potential conflicts of interest shall be excused from discussing or voting on a transaction involving the possible conflict of interest.

(e) Records. Potential conflicts of interest shall be reported in the minutes of the Board meeting and shall be reviewed periodically.

## Section 9. Committees

(a) Executive Committee. The Executive Committee shall consist of the officers, the Executive Director of the Board and the Director of the SRS Heritage Center. It shall be particularly concerned with the management of funds raised for the SRS Heritage Center and the hiring of the Executive Director of the Board and the Heritage Center Director.

(b) Nominating Committee. A Nominating Committee consisting of three (3) members of the Board shall be appointed by the President to serve for one (1) year. It shall be the Nominating Committee's responsibility to submit prospective Directors for approval by the

Board at the annual meeting for regular terms of office and at any regular meeting to fill unexpired terms.

(c) Fund Raising Committee. The Chairman shall appoint the Chair. The Executive Committee shall appoint a Fund Raising Committee consisting of as many members as determined by the Executive Committee. Membership on the Committee is not restricted to membership on the Board of Directors.

(d) Finance Committee. The Finance Committee shall consist of at least three (3) members appointed by the Board Chairman in addition to the Treasurer who shall serve as chair. The appointed members shall serve a term of one (1) year. It shall be the Finance Committee's responsibility to annually review the books and records of the Foundation and to report to the Board at the annual meeting. The report shall include recommendations for appropriate Board action in financial matters.

(e) Membership Committee. The Membership Committee shall consist of at least three (3) members appointed by the Board Chairman. A Board member will chair the committee and select additional members who may be Board Members or other members of the SRS Heritage Foundation. This committee is responsible for recruiting individual and corporate members to the SRS Heritage Foundation.

(f) Publication Committee. The Publications Committee shall consist of a Chairman from the Board of Directors appointed by the Board Chairman. Other members may be added by the Chairman from the Board of Directors or from other SRS Heritage Foundation members as appropriate to the need. This committee is responsible for preparing and publishing newsletters, brochures, monographs, videos, etc.

(g) Other Committees. The Board of Directors may authorize such other ad hoc committees to carry on the functions and to achieve the purposes of the Foundation as may be determined. Such committees may include individuals who are not Directors as the Board sees fit.

## ARTICLE VI

### Officers

Section 1. Number. The officers of the Corporation shall be a Chairman, Vice Chairman/Chairman Elect, Secretary, and Treasurer.

Section 2. Election and Term of Office. The officers of the SRS Heritage Foundation, Inc. shall be elected members of the Board of Directors and shall be elected for a term of two (2) years by the Board of Directors at a regular annual meeting. Vacancies may be filled or new offices created and filled at a regular meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected.

Section 3. Duties. The duties of the officers shall be those that usually attach to such offices and, in addition, the Board of Directors may determine such further duties as from time to time. The Vice-Chairman shall also be the Chairman elect.

## ARTICLE VII

### Employees

Employees shall serve at the pleasure of the Board. The Board shall establish salaries and performance standards for Board employees. The board shall have responsibility to hire and terminate employees, including the Executive Director, the Heritage Center Director and any other support personnel. Employees may attend Board meetings in advisory roles but shall not vote in these meetings.

## ARTICLE VIII

### Checks, Deposits, and Funds

Section 1. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other notices of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 2. Deposits. All funds of the Foundation shall be deposited to the credit of the Foundation in banks, trust companies or other depositories as the Board of Directors may select.

Section 3. Gifts. The Board of Directors may accept, on behalf of the Foundation, any contribution, gift, or bequest for the general purpose or for any special purpose of the Foundation.

## ARTICLE VIX

### Books and Records

The SRS Heritage Foundation, Inc. shall keep correct and complete books and records of accounts. These books and records shall be renewed annually. Any Director may inspect all books and records of the Foundation for any proper purpose at any reasonable time. Quarterly financial statements shall be distributed to all Board members.

## ARTICLE X

### Dissolution

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 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 of shall be disposed of 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 such organization or organization, as said court

shall determine, which are organized and operated exclusively for such purpose.

## ARTICLE XI

### Amendments to By-Laws

Amendments to these By-Laws may be adopted by three-fourths (3/4) of the Directors present at any regular meeting, providing that at least (30) days written notice is given of the intention to adopt new by-laws at such meeting.

## ARTICLE XII

### Ratification

These By-Laws shall become effective when they are adopted by a three quarter (3/4) vote of the Directors present at a meeting especially called for this purposes.

These By Laws were ratified August 4, 2004.

Rev. 1: August 22, 2005

Rev. 2: February 1, 2006

Rev. 3: July 19, 2006

Rev. 4: May 8, 2008