

Constitution and Bylaws of the South Carolina Nature-Based Tourism Association

PREAMBLE

The purpose of the South Carolina Nature-Based Tourism Association, (hereafter referred to as SCNBTAs) is to educate and inform its members, community leaders, and government agencies on the development and maintenance of an economically viable and resource sustainable nature-based tourism industry in South Carolina.

The SCNBTAs was created in March of 1994 as a non-profit educational association of communities, resource managers, entrepreneurial natural/cultural tourism businesses and the established tourism industry. The SCNBTAs creates opportunities for networking and professional development that help our members learn to build, manage, and market nature based businesses and tourism. We endorse conservation of natural and cultural resources that make the nature based tourism experience possible. Additionally, SCNBTAs supports the sustainable, low impact use of our state's natural/cultural resources for economic benefit through the principles of sound planning, inter-group cooperation and environmentally responsible practices.

The SCNBTAs defines nature based tourism as, is travel into natural environments that advances conservation and sustainable development efforts of both the ecosystem and existing culture, and allows people to connect with that natural environment (passively and/or actively).

NBT includes high impact activities (involving motorized vehicles, hunting, fishing, visiting agriculture farms), medium impact activities (catch/release fishing, mountain biking, non-motor boating that may introduce pollutants to water), and low/no impact activities (truly leave no trace, no motorized vehicles, no introduction of pollutants).

ARTICLE I

The South Carolina Nature-Based Tourism Association

Section 1. Functions

The functions of the SCNBTAs are:

- (1) to participate in formulating policies affecting the development and maintenance of a resource sustainable and economically viable nature-based tourism, (hereafter referred to as NBT), industry in South Carolina;
- (2) to educate its membership, resource managers, the tourism industry and others on the necessity for an environmental/economic balance in the NBT industry;
- (3) to

provide voluntary, proactive standards for the NBT industry in South Carolina, to include the Green Light Initiative; and
(4) to market and promote NBT in South Carolina.

Section 2. Membership

a. Association membership is drawn from:

- (1) entities with natural and cultural resources;
- (2) public and private natural/cultural resource managers;
- (4) entrepreneurial nature-based tourism businesses;
- (5) the established tourism industry;
- (6) businesses and organizations which serve the nature-based tourism industry; and
- (7) interested individuals.

b. Membership fees and charges will be proposed by the Membership Committee and approved by the Board of Directors.

c. In recognition of regional variation in tourism resources, objectives, industry growth rate and other factors; and to provide a structure consistent with existing tourism organization in South Carolina, the SCNBTAs are organized and operated in a manner consistent with the geographic divisions of the SC Tourism Regions, as they are established and determined by the SC Department of Parks, Recreation and Tourism.

Section 3. Elected Officers

a. The officers of the SCNBTAs shall be president, vice president, secretary and Treasurer. The election of officers shall be held every second year at the Association's annual business meeting.

b. The elected officers shall comprise an Executive Committee. The Executive Committee shall conduct association business not requiring a vote of the Board of Directors and assemble any information needed to be placed before the Board of Directors.

c. The Nominating Committee shall submit to the SCNBTAs membership a list of nominees for each elective office at least 30-days prior to the election.

d. Election of officers shall be by a simple majority vote. Upon recommendation of the Nominating Committee, Executive Committee members may succeed himself/herself.

e. In the case of withdrawal of an officer, for any cause, the President shall appoint a successor from among the regional representatives on the Board of Directors 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 4. Board of Directors

a. The SCNBTAs Board of Directors will consist of: one representative from among the Association's general membership from each of the SC Tourism Regions; immediate past president; and the Association's elected officers.

b. The President of the SCNBTAs shall serve as the Chairman of the Board of Directors.

c. The election of Board members shall be held every other year at the Association's annual business meeting, or by email at the discretion of the Board of Directors

- d. To provide for continuity in leadership, the terms of the Board members representing the Tourism Regions shall be staggered in such a manner that at each election no more than one-half of the Board seats will be contested. Board members representing the Tourism Regions may serve successive terms.
- e. Association members from each region shall elect a representative for their region at the annual SCNBTAs business meeting.
- f. If a Tourism Region has no SCNBTAs members, the Board member from that region will be appointed by the Director of that Tourism Region.
- g. The Board of Directors will meet at least semi-annually at a time and place selected by the President.

Section 5. Advisory Board

- a. An Advisory Board, comprised of representatives from the state's academic institutions, natural resource agencies, Federal agencies, SCATR and others, at the discretion of the President, shall advise the Board of Directors.
- b. Members of the Advisory Board are appointed by the President, with the approval of the Board of Directors.
- c. The Advisory Board is chaired by the President.
- d. The Advisory Board serve as non-voting members of the Board of the Directors.

Section 6. Meetings

- a. Annual Business Meeting. A business meeting of the general membership of the SCNBTAs shall be held each year to coincide with the annual conference.
- b. Annual Conference. An educational conference for the general membership and public shall be held each year. The date, time and place of the conference shall be determined by a vote of the Board of Directors based on a recommendation from the Conference Committee.
- c. The Board of Directors shall meet semi-annually at a time and place determined by the President. The president shall notify in writing Committee members of meetings two weeks prior to the meeting date.
- d. Except for Executive Sessions, all meetings shall be open to any association member and the public at large

Section 7. Committees

- a. The standing committees of the SCNBTAs shall be as follows:
 - Executive Committee
 - Conference Committee
 - Finance Committee
 - Membership Committee
 - Scholarship Committee
 - Trade Show Committee
 - Social Media and Marketing Committee
 - Newsletter Committee
 - Organizational Committee
 - Nominating Committee
 - Education Committee

- b. The committee chairs, not otherwise designated herein, shall be appointed by the President from among the membership of the Board of Directors.
- c. Committee members shall be drawn from the membership of the SCNBTAA on a voluntary basis.
- d. Committee membership should, when practical, reflect the geographical diversity of the association.

ARTICLE II

Rules of Order

The SCNBTA and all committees shall conduct all parliamentary procedures in accordance with the latest revised edition of Robert's Rules of Order. The Vice President shall serve as the association's parliamentarian.

The SCNBTA shall be empowered to develop those procedural bylaws which facilitate the achievement of its purpose.

ARTICLE III

Constitution Amendment

A proposed amendment to the constitution must be recommended by at least ten association members, or a member of the Board of Directors. It is then submitted to the Board of Directors for a vote at its next business meeting. It must then be submitted in writing to the association membership and voted on by written ballot, by mail or at the next annual business meeting, at the discretion of the Board of Directors. An amendment is passed by a 2/3 majority of the votes cast. It becomes effective immediately.

BYLAWS

ARTICLE I

The South Carolina Nature-Based Tourism Association

Section 1. Meeting Agenda - Board of Directors

- a. The President of the SCNBTA shall prepare an agenda for each meeting of the Board of Directors.
- b. Board members having items for consideration should notify the President.
- c. The agenda will distributed to the Board of Directors at least 48 hours in advance of the meeting.
- d. The order of business shall be determined by the President and will follow procedures set forth in the latest revised edition of Robert's Rules of Order.

ARTICLE II

Duties of Elected Officers, and Members of the Board of Directors

Section 1. Officers

- a. President:
 1. Preside at the Board of Directors meetings according to parliamentary procedure.
 2. Plan agenda for each meeting of the Board of Directors.
 3. Appoint ad hoc committees and chairpersons.
 4. Appoint chairpersons of standing committees.
- b. Vice President:
 1. Serve as parliamentarian for the SCNBTA.
 2. Preside at meetings in the absence of the President.
 3. Assume the duties of the President if he/she is unable to serve.
 4. Serve as a member of the Board of Directors.
 5. Conduct the election process for new officers.
- c. Secretary
 1. Record the minutes of each Board of Directors meeting.
 2. Keep the SCNBTA membership roll.
 3. Maintain an archive of association documents.
 4. Serve as a member of the Board of Directors.
 5. Write a summary of approved minutes for the SCNBTA newsletter.
- d. Treasurer
 1. Maintain the associations financial records and bank account.
 2. Collect membership dues, fees and charges.
 3. Provide a quarterly financial accounting to the Board of Directors.
 4. Serve on the Board of Directors.

ARTICLE III

Quorum/Proxy

A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of all business.

Any Tourism Region Board member unable to attend a meeting, may send, at his/her discretion, a representative with his/her proxy.

ARTICLE IV

Meetings

Any member of the SCNBTA wishing to appear before the Board of Directors shall notify the President at least ten days before the date of the meeting at which they wish to appear.

The Board of Directors may go into executive session by approval of two-thirds of the members present and voting.

ARTICLE V

Amendment

The Board of Directors may amend the by-laws at any regular Board of Directors meeting.

A proposed amendment becomes effective by a two-thirds majority vote of the members present and voting.

ARTICLE VI

No part of any earnings or any resources of the association shall accrue or become increment to the benefit of any board member or officer of the association.

ARTICLE VII

The Board of Directors shall make an annual report of the financial activities of the association.

ARTICLE VIII

The association may dissolve its activities and affairs upon a vote of two-thirds majority of the Board of Directors at a meeting of which published notice or written notice mailed to each board member shall be given. A certificate setting forth such facts shall be filed with the S.C. Secretary of State. Upon dissolution of the association the assets of the association shall be distributed according to the majority vote of the Board of Directors to some charitable organization for some charitable purpose as determined by the Board of Directors. All dissolution procedures herein must conform to the laws of the State of South Carolina.

Notwithstanding any other provision of these Articles, this association will not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under 501 (c) (3) of the Internal Revenue Service Code of 1954 or (b) a corporation, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Service Code of 1954 or any corresponding provision of any future U.S. Internal Revenue Service Code of law.

ARTICLE IX

The association to achieve its goals shall have as its objective to gather the financial and voluntary resources of such nature that it will enable it to carry out and achieve its purpose. The association may purchase, exchange, lease, transfer by judicial order or otherwise, any objects, any property, both real or personal, of whatever kind, nature or description and wherever situated, according to the Code of Laws of the State of South Carolina. The association may seal, exchange, convey, mortgage, lease transfer or otherwise dispose of any such property, both real and personal , as the objective of any purpose of the association may require, subject to such limitations as are made or prescribed by the Code of Laws of the State of South Carolina. The association shall have such other and further powers as are necessary to carry out its objectives and purposes, subject to such limitations as are made or prescribed by the Code of Laws of the State of South Carolina.

The association may make rules and regulations not inconsistent with any existing law for the management of its property or the regulation or management of its affairs.

The association shall not conduct or carry out any activities which would cause it to lose its tax exempt status either under the laws of the State of South Carolina or under the Internal Revenue Code as they may presently exist or as they may hereafter exist by amendment or otherwise.