



South Carolina Women Lawyers Association, Inc.
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ARTICLE I – OFFICES

Section 1. Offices.

The South Carolina Women Lawyers Association, Inc. (hereinafter referred to as "Association") is a South Carolina nonprofit corporation. The main office of the Association shall be located in the City of Columbia, County of Richland, and State of South Carolina.

Section 2. Additional Offices.

The Association may also have offices and places of business at such other places, within or without the State of South Carolina, as the Board of Directors may from time to time determine.

ARTICLE II - OBJECT AND PURPOSE

The object and purpose of the Association shall be:

- To enhance the status, influence and effectiveness of women lawyers in the State of South Carolina;
- Through advocacy, action and association, to take positive steps to ensure that women lawyers achieve their fair share of opportunities and benefits available to those in the legal profession;
- To promote and maintain the highest standards for the legal profession, the judiciary and the court systems of the State of South Carolina;
- To promote the welfare and interests of women lawyers in a fair and impartial manner;
To provide opportunities for the development of collegiality and mentoring among women lawyers;
- To work toward the preservation of the rights of women and the elimination of gender biased conduct in the law and legal profession affecting women lawyers, litigants and persons employed in the legal profession;
- To promote opportunities for women in the judiciary;
- To work cooperatively with other organizations for the purpose of resolving problems created by gender based discrimination within the legal systems of the State of South Carolina and society at large;
- To encourage and promote the participation of women in all facets of the legal profession;
- To provide a forum to consider and address issues unique to women in the legal profession; and



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To honor those persons who demonstrate dedication to these goals and objectives.

ARTICLE III - MEMBERSHIP

Section 1. Regular Members.

As set forth herein, the Board of Directors shall establish categories of membership and dues assessment amount. The following persons shall be qualified for voting membership in the Association:

- (a) Any person licensed to practice law who is a member in good standing of the South Carolina Bar, or the bar of any other state, and who pays the Association's annual dues assessment for the category of membership for which the person is eligible;
- (b) Any person licensed to practice law who has been a member in good standing of the South Carolina Bar, or the bar of any other state, for a period of five years and has retired from the practice of law as a member in good standing, and who pays the Association's annual dues assessment for the category of membership for which the person is eligible.

Section 2. Student Members.

The following persons shall be qualified for student membership in the Association:

Any law student in a post-baccalaureate law school program at a law school recognized as accredited by the South Carolina Supreme Court is qualified for student membership in the Association. Upon payment of the Association's annual dues assessment for student membership, a law student shall enjoy all benefits of membership except that student members shall not have the right to vote or to hold office in the Association.

Section 3. Sustaining Members.

Any member of the Association may elect to become a sustaining member by payment to the Association of dues provided for by the Association for such class of membership.

Section 4. Suspension or Expulsion of Members.

A member disbarred from practicing law in any state or jurisdiction shall be automatically dropped from membership in the Association and cannot re-join or be reinstated until and unless readmitted to practice law in that state or jurisdiction.

ARTICLE IV – MEMBER MEETINGS

Section 1. Time and Place.

The Annual Meeting of the Association and all special meetings of the Association may be held at such time and place as will be designated by the Board of Directors.

Section 2. Annual Meetings.

The Annual Meeting shall be held each calendar year at the time and place set by the



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Board of Directors. Any business properly brought before the meeting shall be conducted.

Section 3. Notice.

Written notice of the place, date and time of the Annual and any special meetings of the Association shall be given by mail, or by electronic mail to each member entitled to vote not less than ten but no more than sixty days prior to the meeting. The notice must include the meeting agenda and sufficient information to allow the membership to understand the purpose of the meeting. The agenda shall not be changed during the meeting.

Section 4. Special Meetings.

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute or by the articles of incorporation, may be called by the President or a majority of the Board of Directors, or by written request of at least ten percent (10%) of the members of the Association.

Section 5. Quorum.

A quorum shall be necessary for the transaction of business at all Annual and special meetings of the members. A quorum is twenty-five (25) members of the Association who are eligible to vote at any member meeting for which proper notice was given. Proxies do not count toward a quorum.

A quorum shall be necessary for the transaction of business at all meetings of the members. If, however, such a quorum shall not be present or represented at any meeting of the members, the members present and entitled to vote shall have power to adjourn the meeting from time to time, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 6. Voting.

Only members who have paid their dues for the current year shall be entitled to vote, in person or proxy, at meetings of the Association or for the Board of Directors. Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the Association.

Section 7. Proxies.

Any member entitled to vote at the meeting of the members may authorize another voting member to act for him/her by proxy. Proxy voting shall be limited to action items set forth by the agenda established for the meeting and noticed according to Article IV, Section 3, of these Bylaws.

Every proxy must be executed in writing, dated by the member, and submitted to the Executive Director at the end of the meeting. A proxy may be specific or general, according to the written instructions of the member giving the proxy. No proxy shall be



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valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it.

ARTICLE V – BOARD OF DIRECTOR ELECTIONS

Section 1. Nominations.

Openings for the at-large and regional Director positions on the Board for the upcoming calendar year shall be announced to the membership no later than October 1st. Any eligible member who wishes to be included on the ballot for one of these positions must submit a nominating petition signed by 5 members in good standing of the Association no later than October 15th.

Members who are currently serving as Directors and who wish to be included on the ballot for re-election need shall submit a nominating petition signed by 5 members in good standing of the Association no later than October 15th.

The Association shall make a form nominating petition available on its website for members to use.

Section 2. Ballot; Voting.

The nominations period shall close by the 15th of October. A ballot containing the nominees shall be sent to each regular Member via mail and/or e-mail by October 16th of each year. All regular Members in good standing shall have the right to vote for the at-large Directors and regional Director for their Region from the candidates including on the ballot or for any regular Member in good standing they may wish to write it. Ballots must be returned to the Executive Director by October 31st. All ballots shall be tabulated by the Executive Director. Results of the election shall be promptly announced.

ARTICLE VI – DIRECTORS

Section 1. Number; Tenure.

The Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past-President, one Director from each of the Regional Chapters to be elected by that Chapter, and no more than thirteen (13) at-large Directors to be elected by the Association's membership.

Directors shall be elected for two-year terms, which shall run from the first regular board meeting in January following the annual election until his or her qualified successor has been elected and is likewise seated. Retiring Directors shall continue to vote on any special matters pending the seating of the new Board in January.

Beginning January 1, 2017, all Directors shall be limited to two consecutive terms on the Board. With respect to Directors who have already served two or more terms as of January 1, 2017, such Directors may serve two additional consecutive terms, beginning with the term in effect on January 1, 2017, before being required to sit out for at least one calendar



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year. Any former Director shall be eligible to again serve as a Director after being off the Board for at least one calendar year.

Section 2. Resignation; Removal.

A Director may resign at any time by communicating the resignation to the Secretary in writing. A Director may be removed at any time with cause on a two-thirds vote of the membership of the Board. For purposes of this section, the term “cause” means any of the following: (a) the member’s physical or mental illness rendering the member incapable of performing duties to the Association for a period of more than three consecutive months; (b) the member’s absence from three Board meetings in a single calendar year without cause deemed adequate by the Board; (c) the member’s attendance by telephone of more than three regular Board meetings in a single calendar year without cause deemed adequate by the Board; (d) the member’s continued neglect or failure, after written demand, to discharge duties or to obey a specific written directive from the Board; (e) conflicts which render the member incapable of fulfilling the member’s duties to the Association; (f) the member’s engaging in adjudicated misconduct which is injurious to the Association; (g) the member’s conviction of any felony or any crime involving moral turpitude; and (h) conduct which would seriously impair the member’s ability to perform the member’s duties to the Association. In the event of removal, the position will be filled in the manner outlined in the Bylaws.

Section 3. Vacancies.

In the event of a vacancy in a Director position, the Board may fill the vacancy for the remainder of the unexpired term. A vacancy occurs when a Director resigns from the position, is removed, was elected or appointed to represent a Regional Chapter and is no longer a resident of that region, or is no longer a member of the Association through either resignation or failure to pay dues.

Section 4. Committees.

The Board of Directors may establish such committees as shall from time to time be needed to carry on the work of the Association and to advance its goals. In establishing a new committee, the Board shall state the area of its proposed activities. Committees of the Association shall be directly responsible and report to the Board, and any subcommittee of a Committee shall be directly responsible and report to its parent committee. The Chair(s) of Board Committees shall be appointed by the President, and shall serve for one year. Committee Chairs are eligible for reappointment. Any active member of the Association may serve on any Committee.

ARTICLE VII. ADVISORY BOARD

Section 1. Establishment; Role.

The Board of Directors of the Association may establish an Advisory Board, whose purpose is to (1) review the Association’s current programs and activities, particularly in light of the organization's mission, current trends in the legal profession and ongoing issues



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facing women attorneys, and make recommendations to the Board of Directors for improvements upon, changes to, and additions or deletions of programs and activities, keeping in mind the Association's current level of resources; (2) explore means of ensuring the Association's long-term financial stability; (4) make recommendations for relevant policies to the Board of Directors; and (4), upon request, provide advice and counsel to the President.

The Advisory Board should meet at least once a year, in an informal setting, and provide its recommendations via an annual written report directly to the Board of Directors. If the recommendations are not supported by a unanimous vote of those in attendance at the meeting when the recommendations are voted upon, the Advisory Board may include, if desired, a minority report.

The annual report should be delivered to the Executive Committee no later than December 31st.

Section 2. Membership.

The Advisory Board shall consist of no more than 30 members. The membership of the Committee shall consist of women lawyers who have been a member of the Association for at least 10 years, former members of the Association's Board of Directors, and leaders in South Carolina's legal community. Each year, 15 members should be serving a one-year term and 15 members should be serving a two-year term on the Advisory Board; members of the Advisory Board may serve no more than 10 consecutive years on the Advisory Board.

The Board of Directors shall appoint the members of the Board in a manner it chooses, and designate a chair and vice-chair on an annual basis; no member of the Advisory Board shall serve more than two consecutive years in either position.

ARTICLE VIII - MEETINGS OF THE BOARD

Section 1. Place.

The Board of Directors of the Association may hold meetings, both regular and special, either within or outside the State of South Carolina.

Section 2. Regular Meetings.

The Board of Directors shall hold at least five (5) Regular Meetings each year at such time and at such place as shall from time to time be determined by the Board of Directors. Notice of the time, place, and agenda for each regular meeting shall be given not less than 10 days before such regular meeting.

A director may attend by telephone no more than three of the regular meetings of the Board of Directors during any calendar year. Any Director who attends by telephone more than three of the regular meetings of the Board of Directors during a single calendar year without cause deemed adequate by the Board shall be removed by the Board.

Regular meetings may not be held by telephone, except upon approval of a majority of the



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Directors then in office. If a meeting is conducted by telephone, all Directors who are participating in the meeting must be able to simultaneously hear each other. Attendance at Board meeting of this type will not count against the three per year limitation on telephone participation in regular Board meetings.

Section 3. Special Meetings.

Special meetings of the Board of Directors may be called by the President upon two days notice to each Director, which notice shall specify the time, place and purpose of the meeting and which notice may either be delivered in person or by telephone, facsimile, courier, mail or other legal method. Upon the written request of 25% or more of the Directors, special meetings shall be called by the President or Secretary in the same manner and with the same notice as provided in the preceding sentence. Special meetings may be held by telephone, provided that all Directors who are participating in the meeting can simultaneously hear each other.

Section 4. Quorum.

At all meetings of the Board of Directors, a majority of the Directors then in office shall be necessary to, and constitute a quorum for the transaction of business, and the vote of a majority of the directors present at the time of the vote (in person or by telephonic means), a quorum being present, shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time until a quorum shall be present. Notice of any such adjournment shall be given to any Directors who were not present and, unless announced at the meeting, to the other Directors.

Section 5. Attendance.

(a) All members of the Board of Directors are required to attend every regular meeting of the Board. Failure to attend three (3) meetings during a calendar year without a showing of good cause will result in the removal of such Member from the Board.

(b) Notice of meetings of the Board of Directors shall be provided to the general membership by email and posting on the Association's website. All meetings of the Board shall be open to all members in good standing of the Association, except for any matters properly conducted in executive session.

ARTICLE IX – NOTICES

Section 1. Form; Delivery.

Except as otherwise provide in these Bylaws, notices to directors and members shall be in writing and may be delivered by mail, electronic mail, courier, or facsimile. Members wishing to receive notices via mail shall notify the Secretary of this preference. Notice by mail shall be deemed to be given at the time when deposited in the post office or a letter box, in a postpaid sealed wrapper, and address to the directors or the members at their addresses appearing on the records of the Association.



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ARTICLE X – OFFICERS

Section 1. Officers.

The officers of the Association shall be a President, President-Elect, Secretary, Treasurer, and Immediate Past-President.

Section 2. Authority and Duties.

All Officers shall have the authority and duties specified below in addition to that normally incident to their respective offices.

Section 2.1 President.

The President shall preside at all meetings of the Association and the Board of Directors and shall appoint the chair and members of all committees. The President shall be the official spokesman for the Association and shall have general charge and supervision of its affairs subject to the authority of the Board of Directors.

Section 2.2 President-Elect.

The President-Elect shall perform such duties as the President may assign and, except as otherwise provided, the duties of the President when the President is disabled from performing the duties or absent from any meeting of the Association or the Board of Directors. The President-Elect shall serve as Chair of the Long Range Planning Committee.

Section 2.3 Secretary.

The Secretary shall –

- (a) keep the respective minutes and records of the Association and the Board of Directors;
- (b) maintain the roster of the members of the Board and the register of members;
- (c) receive, certify, and publish nominations of members of the Board;
- (d) receive, certify, and publish the results of election ballots;
- (e) receive and maintain as the property of the Association all papers, addresses, and reports to the Association and the Board of Directors;
- (f) give notice when notice is required to be given to the Board of Directors, or the members; and
- (g) perform such other duties as shall be assigned by the President or the Board of Directors.

Section 2.4. Treasurer.

The Treasurer shall supervise the safekeeping of the funds and investments of the Association and shall report periodically on its financial condition to the Board of Directors. The Treasurer shall perform such other duties as shall be assigned to her by the



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President or the Board of Directors. The Treasurer shall serve as Chair of the Finance Committee.

Section 3. Eligibility for Office.

Prior to serving as President-Elect, an individual must have served as either Secretary or Treasurer. Prior to serving as Secretary or Treasurer, an individual must have previously served at least one term on the Board of Directors and must have served either as a Regional Representative or Regional Chapter Officer or as a member of a Committee for at least one year. However, these requirements for President-Elect, Secretary, and Treasurer may be waived by majority vote of the Board if no suitable candidate for President-Elect, Secretary or Treasurer can be found with the qualifications for the office.

Section 4. Nomination of Officers.

A nominating committee to elect the Officers of the Association shall consist of the Immediate Past President, the President-Elect, two members appointed by the Board of Directors and one appointed by the President. The Immediate Past President shall serve as Chair of the Nominating Committee.

The nominating committee shall solicit nominees from the Officers, Board of Directors, and membership at large, and shall operate in accordance with the quorum and notice requirements Officer of the Association's Bylaws. Said committee shall formulate a slate of nominees for the positions and submit that slate in writing to the Board of Directors no later than October 1 or the Monday following October 1 if it falls on a weekend. Any additional nominations for the Officer positions shall be made by written petition signed by not fewer than ten (10) members of the Association in good standing. The Association shall make a form nominating petition available on its website for members to use. Nominating petitions must be submitted to the Immediate Past President no later than twenty-one (21) days after the slate has been presented to the Board of Directors or the Monday following 21st day if it falls on a weekend.

Except for the President-Elect position, no member of the Nominating Committee may be nominated for or move into an Officer position on the slate produced by the Committee.

The nominating committee shall endeavor to ensure that the Officers reflect the full diversity of the Association's membership. To do so, the nominating committee shall consider factors including each nominee's years in practice, type of practice, geographic location, activity in the Association, service and commitment to the Association, leadership potential, and professionalism.

Section 5. Election.

All Officers shall be elected by the Board of Directors at the first meeting of the Board of Directors following the annual election of the Directors. All Officers shall be elected by majority vote from the nominated slate presented by the nominating committee and any nominations made by written petition; the nominating committee shall prepare a nomination packet, with input from the nominee, for any office in which there is multiple candidates.



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Section 6. Term of Office.

Any Officer elected by the Board shall serve for one year commencing on January 1 after their election to office.

Section 7. Resignation; Removal.

An Officer may resign at any time by communicating the resignation to the Secretary in writing. An Officer may be removed at any time with cause on a two-thirds vote of the membership of the Board. For purposes of this section, the term "cause" means any of the following: (a) the member's physical or mental illness rendering the member incapable of performing duties to the Association for a period of more than three consecutive months; (b) the member's absence from three Board meetings in a single calendar year without cause deemed adequate by the Board; (c) the member's attendance by telephone of more than three regular Board meetings in a single calendar year without cause deemed adequate by the Board; (d) the member's continued neglect or failure, after written demand, to discharge duties or to obey a specific written directive from the Board; (e) conflicts which render the member incapable of fulfilling the member's duties to the Association; (f) the member's engaging in adjudicated misconduct which is injurious to the Association; (g) the member's conviction of any felony or any crime involving moral turpitude; and (h) conduct which would seriously impair the member's ability to perform the member's duties to the Association. In the event of removal, the position will be filled in the manner outlined in the Bylaws.

Section 8. Vacancies.

If an office, other than that of Immediate Past-President, becomes vacant for any reason, the Board of Directors shall fill such vacancy. Any officer so appointed or elected by the Board shall serve only until such time as the unexpired term of his predecessor shall have expired unless reelected or reappointed by the Board.

ARTICLE XI - EXECUTIVE COMMITTEE

Section 1. Members.

The Officers of the Association and the Immediate Past-President shall constitute the Executive Committee of the Association.

Section 2. Authority and Discretion.

The Executive Committee shall be responsible for the administration of the business of the Association as such business is delegated by the Board. The Executive Committee shall, subject to the authority and discretion of the Board, be the administrative body of the Association responsible for conducting the day-to-day affairs of the Association and shall have power and authority to act on behalf of the Association between meetings of the Board.



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Section 3. Meetings.

The Executive Committee shall meet in person or by telephone at such time and place as the President may designate, or when requested in writing by at least three (3) members thereof.

Section 4. Quorum.

A Quorum, consisting of three of the five members, shall be necessary for the Executive Committee to take any action.

Section 5. Approval and Ratification by the Board.

Any action taken by the Executive Committee must be reported to the Board of Directors at its next regularly-scheduled meeting.

ARTICLE XII – EXECUTIVE DIRECTOR

Section 1. Employment.

The Board of Directors shall employ and supervise an Executive Director who shall manage the administrative operations of the Association and whose term of employment shall be determined by the Board. Applicants for the position of SCWLA Executive Director are not required to be a member. The Board of Directors, by a majority vote, shall select the Executive Director.

Section 2. Salary.

The Board of Directors shall, by a majority vote, determine the salary of the Executive Director. It shall also provide for performance and salary reviews as deemed appropriate.

Section 3. Duties of Executive Director.

Under the direction of the officers and Board of Directors, the Executive Director shall implement the policies of the Association as determined by the Board of Directors, and shall:

- (a) advise and assist the officers in fulfilling the responsibilities of their respective offices;
- (b) report to the officers and the Board of Directors such matters as are necessary to keep them properly informed of the activities and condition of the Association;
- (c) assist with the formulation and preparation of the annual budget for consideration by the Board of Directors;
- (d) provide staff and liaison support for all organizations and functions of the Association; and
- (e) perform such other specific duties as may be directed by the Board of Directors.

ARTICLE XIII – REGIONS



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Section 1. Regions

(a) For purposes of the Constitution and these Bylaws, where a member maintains an office or offices in a different county from the one in which she resides, her residence for the purposes of notice, voting, and eligibility for appointment or election shall be deemed to be the County or Region in which she maintains her principal office as reflected by the membership register of the Association.

(b) The Regions are:

1. Low Country (Berkeley, Charleston, and Dorchester Counties);
2. Sea Islands (Beaufort, Colleton, Hampton, and Jasper Counties);
3. Midlands (Aiken, Allendale, Bamberg, Barnwell, Calhoun, Edgefield, Fairfield, Kershaw, Lexington, McCormick, Newberry, Orangeburg, Richland, and Saluda Counties);
4. Pee Dee (Chesterfield, Clarendon, Darlington, Dillon, Florence, Marion, Marlboro, and Sumter Counties);
5. Grand Strand (Georgetown, Horry, and Williamsburg Counties);
6. Olde English (York, Lancaster, and Chester Counties); and
7. Upstate (Abbeville, Anderson, Cherokee, Greenville, Greenwood, Laurens, Oconee, Pickens, Spartanburg, and Union Counties).

Section 2. Regional Planning Committee and Chapters

(a) There shall be a Regional Planning Committee for each Region, which will be responsible for planning and organizing Association activities in the Region and encouraging membership and active participation in the Association. Each Committee will consist of members in that Region, and each shall be lead by two or more co-chairs, to be appointed for a one-year term by the President, in consultation with the President-Elect.

(b) In lieu of a Regional Planning Committee, the Board may authorize the creation of a Regional Chapter pursuant to the terms and condition of this Article. A Regional Chapter will take the place of the Regional Planning Committee for that region. Regional Chapters shall be named "South Carolina Women Lawyers Association, [regional designation] Regional Chapter."

- (1) To form a Regional Chapter, at least 20 members in good standing from the region must be interested in and apply to the Board for Regional Chapter activation using the form created by the Board for such purpose, which shall be available to the membership upon request. After notice is provided to members in the Region, the Board, by majority vote, shall determine whether to approve formation of a proposed Regional Chapter. If formation of a Regional Chapter is approved, the Regional Chapter shall be activated effective immediately.
- (2) Regional Chapters shall operate under the Association's Constitution and these bylaws, as well as by Chapter Bylaws to be provided by the Board.



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- (3) Chapters shall select officers, including but not limited to a Chair, Chair-Elect, and Vice-Chair.
- (4) Dues payable by members of all Regional Chapters shall be paid to the Association. The Board of Directors shall determine the amount of membership dues to be allocated to the Regional Chapters. Each Regional Chapter shall control its allocated portion of membership dues.
- (5) Each Regional Chapter must submit a proposed annual budget to the Treasurer of the Association during the Association's annual budgeting process. By no later than January 31 of each year, each Regional Chapter must provide the Board with the names of all officers and steering committee members as well as a summary of the anticipated Regional Chapter meetings and activities for the upcoming calendar year.
- (6) Neither Regional Chapters nor Regional Planning Committees shall take any public policy or political position without obtaining the prior written consent of the Board of the Association.
- (7) In the event a Regional Chapter's membership falls below 10 members or if the Board determines that other good cause exists, the Board may, by majority vote, deactivate the Regional Chapter. Deactivation of a Regional Chapter shall result in the automatic reactivation of the Regional Planning Committee for the Region, but it does not preclude the subsequent formation of a Regional Chapter in the Region.

ARTICLE XIV - GENERAL PROVISIONS

Section 1. Instruments Under Seal.

All deeds, bonds, mortgages, contracts, and other instruments requiring a seal may be signed in the name of the Association by the President or by any other Officer authorized to sign such instrument by the Board of Directors.

Section 2. Fiscal Year.

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each calendar year, unless a different fiscal year shall be fixed by resolution of the Board of Directors.

Section 3. Parliamentary Authority.

Robert's Rules of Order, Newly Revised (1990) shall be the parliamentary authority used by the Association.

ARTICLE XV – FINANCES

Section 1. Annual Budget.

The Association shall adopt an annual budget, which shall be prepared by the Treasurer-Elect, in conjunction with the Treasurer and President-Elect. The Budget shall be presented for approval to the Board of Directors.



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Section 2. Dues.

The Association is authorized to collect annual dues from the members and payment of dues shall be a condition of membership in the Association, except for those persons for whom the Board of Directors gifts a membership. The Board of Directors shall establish categories of membership and the dues structure of the Association. The dues structure shall take into account various factors that might affect one's ability to pay such as years of practice, income and other variables. The dues schedule shall promote both membership and fiscal responsibility within the Association.

Section 3. Bank Accounts.

The Association shall open and maintain any such bank accounts as are needed from time to time to advance the goals of the Association. The President, Secretary, and Treasurer shall be authorized to maintain such accounts, and the Board shall provide by resolution for such signatory requirements as are deemed prudent by the Board.

Section 4. Authorization for Expenditure of Funds.

The Board of Directors shall be authorized to expend reasonable funds to advance the goals of the Association and may enter into contracts on behalf of the Association. The President, Secretary, and Treasurer shall be authorized to execute contracts on behalf of the Association at the direction of the Board of Directors.

ARTICLE XVI - RESTRICTION ON USE OF ASSOCIATION NAME

Section 1. Use of Association Name.

No member of the Association may use, or permit the use of, the name of the Association or any information obtained through the Association membership for commercial purposes or any other purpose without prior written approval of the Board of Directors.

Section 2. Representation.

The President or the President's designee shall express the policy of the Association as determined by the Board of Directors. No other member or employee may represent the Association or the Board of Directors, a Region or regional chapter, committee, task force, board, or any other subset of the Association before a legislative body, court or governmental agency, unless specifically authorized by the Board of Directors.

Section 3. Personal Views of Members.

Any member who, when making a public statement, permits the member to be identified as having an official connection with the Association or the Board of Directors, a Region or regional chapter, committee, task force, board, or any other unit of the Association shall, if the policy of the Association on the subject matter of the utterance has been determined by the Board of Directors, fairly state that policy and, if the member expresses views at variance with it, clearly identify the variance as the member's personal views only. If there



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has not been, or if the member has no knowledge of, any such policy determination, the member shall nevertheless identify the utterance as the member's personal views.

ARTICLE XVII – AMENDMENTS

Section 1. Power to Amend.

These bylaws may be amended or repealed and new bylaws may be adopted in two ways: (a) by a vote of the on a two-thirds vote of the membership of the Board; or (b) by a majority of the members in good standing present at any meeting of the membership for which a quorum is present. Neither the Board nor the membership, however, shall have the power to adopt, amend or repeal any bylaw if such adoption, amendment or repeal would cause the Association's bylaws to be inconsistent with the Association's Articles of Incorporation.

Section 2. Amendment Notice.

If any bylaw is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors the bylaw so adopted, amended or repealed, together with a concise statement of the changes made. Any notice of meeting of directors or members at which bylaws are to be adopted, amended or repealed shall include notice of such proposed action. Any notice of meeting of directors or members at which bylaws are to be adopted, amended or repealed shall include notice of such proposed action, shall comply with any other notice requirements contained in these Bylaws for meetings. A copy of any proposed changes to the Bylaws shall be included in the notice and posted on the Association's website.

History.

Adopted March 11, 1994 by SCWLA Board meeting at Columbia, SC.

Amendments adopted February 23, 1996 by SCWLA Board at meeting in Columbia, SC.

Amendment adopted August 22, 1997 by SCWLA Board at meeting in Columbia, SC.

Amendments adopted March 17, 2000 by SCWLA Board at meeting in Columbia, SC.

Amendments adopted January 26, 2002 by SCWLA Board at meeting in Charleston, SC.

Amendments adopted June 24, 2011 by SCWLA Board at meeting in Columbia, SC.

Amendments adopted August 21, 2015 by SCWLA Board at meeting in Columbia, SC.

Amendments adopted November 30, 2016 by SCWLA Board at meeting in Columbia, SC.

Amendments adopted September 8, 2017 by SCWLA Board at meeting in Columbia, SC.

Amendments adopted January 9, 2018 by SCWLA Board at meeting (telephonic).