

**BY-LAWS OF THE
CHARLESTON COUNTY BAR ASSOCIATION
Amended as of February 19, 2012**



ARTICLE I

The Association shall be called the Charleston County Bar Association, Inc. (the "Association").

ARTICLE II

The Association is a non-profit organization: (i) established and operating in accordance with Section 501(c)(3) of the Internal Revenue Code (as amended) (hereafter "the Code) and the federal income tax regulations thereunder (hereafter "the Regulations"); and (ii) existing under Chapter 31 of Title 33 of the South Carolina Code of Laws, as amended. The Association shall operate on a calendar year basis and its existence shall be perpetual unless terminated as provided in Article XI below. The purpose of the Association shall be to stimulate the interest of its members in the objects of the Association, to carry on activities which will aid and assist members of the Bar, the bench and the general public, to improve the administration of justice, and to protect and promote respect for the legal system.

ARTICLE III

Section 1: Membership

Members of this Association shall be divided into the following classes: (a) Active members, (b) Associate members, and (c) Student Members.

(a) **ACTIVE MEMBERS:** The Active Members shall be all persons who practice law or reside in Charleston County who are members in good standing of the South Carolina Bar, licensed to practice law in the State of South Carolina, and who have paid the membership dues of the Association.

(b) **ASSOCIATE MEMBERS:** The Associate Members shall be:

(1) All judges of courts of record in this State who have been admitted to practice law in this State and judges of the District Courts of the United States and of the Circuit Court of Appeals residing in South Carolina, and retired judges and justices who are eligible for temporary judicial assignment and are not engaged in the practice of law.

(2) All full-time members of the Charleston School of Law Faculty and the University of South Carolina Law School Faculty who are not admitted to practice law in South Carolina but have been admitted before the highest court of one or more states of the United States or the District of Columbia and are in good standing.

(3) Any officers of the Judge Advocate General's Corps or Departments of one of the United States armed forces serving on active duty and stationed in Charleston County, South Carolina, Charleston County residents who are in the active military service of the United States and corporate house counsel employed in a full-time capacity as house counsel in Charleston County, South Carolina, who are not admitted to practice in South Carolina but have been admitted before the highest court of one or more states of the United States and are in good standing.

(4) Those persons retired from the active practice of law in South Carolina because of age or total and permanent disability and residing in Charleston County.

(5) Senior members are those active members, 65 years of age or older, who are engaged in the active practice of law, who reside in Charleston County and have filed before January 31 of each year, with the Secretary-Treasurer of the Association, written notice requesting enrollment as a senior member.

(6) The Charleston County Clerk of Court shall be *ex officio* Associate Member.

(c) STUDENT MEMBERS: Any person shall be eligible for student membership if that person attends an American Bar Association accredited law school in Charleston County or is a permanent Charleston County resident who attends an American Bar Association accredited law school outside of Charleston County.

Honorary memberships may be conferred upon members of the legal profession without regard to the foregoing qualifications, by vote of the Association.

Section 2. Voting.

(a) Only Active and Senior Associate members of the Association shall be entitled to vote at any meeting or election of the Association, hold office in the Association, or serve on the Executive Committee. There shall be no voting by proxy.

(b) Associate Members (other than Senior Associate Members) and Student members of the Association shall not vote at any meeting or election of the Association or hold office in the Association. Such members may attend meetings of the Association, participate in social functions, participate in the debates of such meetings and become members of any section and committee of the Association, other than the Executive Committee. Such members and the Senior members shall be entitled to receive any official publication of the Association and such notices and publications as are mailed to the Active members.

Section 3. Nomination of New Members

All applications for membership shall be endorsed by a member of the Association and shall be submitted for approval by the Executive Committee. The members shall be elected by ballot; a majority at any meeting voting in favor of an applicant shall be necessary to elect.

Section 4. Dues

The annual dues for each category of membership shall be in the amount established by the Executive Committee, provided that in no event may the dues for any non-voting category of membership (Associate and Student) exceed seventy-five percent (75%) of the dues established for an Active Member of the Association. Such dues shall be payable in advance for each year prior to the date of the annual meeting. The dues shall include the annual reception for the members and administrative costs of the Association. There may be an assessment for any spouse or date attending the annual reception.

The annual dues for the Active and Associate categories of membership shall include \$25.00 per member which will be allocated to Pro Bono Legal Services, Inc. to provide a consistent contribution from the Association to assist with the funding of that organization.

Any member of the Association who has not paid annual dues, assessments or any other charges by the date of the next annual meeting shall be suspended.

ARTICLE IV

The annual meeting of the members of the Association shall be held on such date in February of each year, at such place and at such hour as the Executive Committee may select, and those members present at such meeting shall constitute a quorum.

Special membership meetings may be called at any time by a majority of the members of the Executive Committee; by the President with the concurrence of the President-Elect and/or Secretary; and/or upon the written request of at least twenty Active and/or Senior Members in good standing addressed to the President. If for any reason the President is unavailable or is unable to respond to a request for a special membership meeting, the President-Elect shall be authorized to act on behalf of the President. At such meetings no business shall be transacted except such as shall be specified in the call thereof.

All elections at each annual meeting shall be by a majority vote.

ARTICLE V

The officers of the Association shall be a President, a President-Elect, and a Secretary/Treasurer. The officers of the Association shall be elected at the annual meeting of the members of the Association and shall hold office until the following annual meeting or until their successors have been elected.

An officer may resign by written notice to the Association. The resignation shall be effective upon its receipt by the Association or at a subsequent time specified in the notice of resignation.

Vacancies among the officers may be filled by a vote of the Executive Committee or as otherwise provided in the By-Laws.

President: The President shall be the Chief Executive Officer of the Association and shall supervise and control the management in accordance with these By-Laws; the President shall see that the resolutions of the Executive Committee are carried into effect, except in those instances in which responsibility is assigned to some other person and in general shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Executive Committee. No member may serve as President of the Charleston County Bar Association unless he or she is an Active member in good standing of the Charleston County Bar Association and has served at least one term as a member of the Executive Committee, President-Elect or Secretary of the Charleston County Bar Association.

President-Elect: The President-Elect shall assist the President and in the absence of the President, perform the duties of the office of President, and succeed to the office of the President at the end of his term as President-Elect. In the case of the death, resignation or removal of the President from this County, the President-Elect shall assume the duties of the office of President, and at the meetings of the Association in the absence of the President or the President-Elect, the members may select any member to preside. No member may serve as President-Elect of the Charleston County Bar Association unless he or she is an Active member in good standing of the Charleston County Bar Association.

Secretary/Treasurer: The Secretary/Treasurer shall be responsible for preparing minutes for the Executive Committee and Members' meetings; for authenticating records of the Association; and giving all notices required by law and these By-Laws. The Secretary/ Treasurer shall have general charge of the Associations' records and shall perform all duties incidental to the office of Secretary/Treasurer and such other duties as may be assigned to him from time to time by the President. The Secretary/Treasurer shall keep true and accurate books of account of the Association and shall have custody of all funds and securities belonging to the Association. No member may serve as Secretary/Treasurer of the Charleston County Bar Association unless he or she is an Active member in good standing of the Charleston County Bar Association.

ARTICLE VI

The following standing committees shall be annually appointed by the President for the year ensuing:

1. A Committee on Memorials to Deceased Members.
2. A Committee on Legislation to consist of three (3) or more members.

3. A Nominating Committee to consist of no more than five (5) members, of whom at least one (1) shall be a Past President of the Association. All members of the Nominating Committee shall be Active or Senior members of the Association. The Nominating Committee shall be appointed by the President at least one (1) month before the annual meeting, and shall, at the annual meeting, submit to the Association nominations for officers and members of the Executive Committee for the ensuing year. In the event that a vacancy occurs in one of the positions on the Board of Directors of Pro Bono Legal Services, Inc., or the Public Defender Corporation, which are filed by vote of the Association, by reason of the expiration of a term or otherwise, the Nominating Committee shall also submit to the Association nominations to fill said vacancy or vacancies at the annual meeting. Interim appointments to the Board of Directors of Pro Bono Legal Services, Inc. or the Ninth Circuit Public Defender Office may be made by the President of the Association.

Notice of the open positions upon the Executive Committee shall be published on the Association's website at least two months prior to the regularly scheduled annual membership meeting of the Charleston County Bar Association, and nominations for open positions on the Executive Committee shall be accepted from November 1 through December 1 of each year. Each Active member and Senior Member of the Charleston County Bar Association in good standing as of the date of the election shall be entitled to cast one vote for each available position upon the Executive Committee.

4. A James Louis Petigru Award Committee to consist of no more than five (5) members, of whom at least one (1) shall be a Past President of the Association. The President of the Association shall appoint the remaining members of this committee. All members of the James Louis Petigru Committee shall be Active members of the Association.

5. A Courthouse Committee to consist of no fewer than 5 members, of whom at least one shall be the Charleston County Clerk of Court and one of whom shall be the immediate Past President of the Association. The President of the Association shall appoint the remaining members of this committee.

6. The President of the Association may establish such ad hoc committees, in addition to standing committees, as may be needed to promote the purposes of the Association.

A majority of the membership of a Committee shall constitute a quorum. Each Committee shall at each annual meeting report a summary of its proceedings for the year.

ARTICLE VII

The Executive Committee shall manage the affairs of the Association subject to the By-Laws. The Executive Committee shall consist of the President, the President-Elect, the Immediate Past President, the Secretary/Treasurer, and ten (10) members of the Association. The members of the Executive Committee shall be elected at the annual meeting of the members of the Association. The terms of the members of the Executive Committee shall be staggered so that the terms of one-half of the members shall expire one (1) year and in the alternate year the terms

of the remaining half of the members shall expire. No person may serve more than two consecutive terms as a member of the Executive Committee.

All appropriations of the funds of the Association must be made by the Executive Committee, unless otherwise ordered by the Association by a two-thirds (2/3) vote.

The Executive Committee shall act for the Association whenever any Rule of the Supreme Court of South Carolina relating to disciplinary procedure shall require action by the Association or any officer thereof.

The Executive Committee may hold meetings, both regular and special, at such time and at such place as shall from time to time be determined by the President. In the event that the President is not available or unable to participate in a meeting of the Executive Committee, both regular and special, for any reason, the President-Elect shall assume the duties of the office of President for the purposes of this Article. It shall be the duty of the President, or in the President's absence, the President-Elect, to call a special meeting of the Executive Committee upon the written request of three (3) or more members of the Executive Committee, excluding the President and the President-Elect. Notice shall be given to the members of the Executive Committee at least twenty-four (24) hours prior to the date such meeting is to be held giving the date, time, place and purpose for which any meeting of the Executive Committee is to be held.

At all meetings of the Executive Committee, those members present shall constitute a quorum for the transaction of business.

Each member shall have one vote on any motion presented to the Executive Committee and unless otherwise required by these By-Laws, the vote of a majority of the members present at the time of this vote shall be the act of the Executive Committee.

Vacancies among the Executive Committee may be filled by an appointee selected by the Executive Committee or as otherwise provided by these By-Laws.

ARTICLE VIII

Any member of the Association who is disciplined by the South Carolina Supreme Court shall be subject to the same discipline by the Association. Additionally, any member of the Association may be suspended or expelled for misconduct in his relation to the Association or for misconduct unbecoming a member of the bar. No member of the Association may be suspended or expelled except after notice to the offending member and a hearing, to be held by an ad hoc committee appointed by the President for that purpose, at which hearing the member shall be entitled to be represented by counsel.

ARTICLE IX

The Association may be dissolved by a two-thirds (2/3) vote of its members. In the event the Association is dissolved and ceases to exist for the stated purposes, such Certificate of Dissolution shall be filed with the Secretary of State, according to the statutes of the State for

dissolving a non-profit corporation and such assets as remain shall be distributed for one or more exempt purposes within the meaning of Sections 501(c)(3) and 170(C) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code to a non-profit agency, organization or institution.

ARTICLE X

These By-Laws may be amended by a two-thirds (2/3) vote of the members present at any annual meeting, provided that at least fifteen (15) members vote for such amendment.

ADOPTED AT THE 1990 ANNUAL MEETING OF THE CHARLESTON COUNTY BAR ASSOCIATION, AMENDED AS OF FEBRUARY 26, 1980, NOVEMBER 5, 1982, FEBRUARY 21, 1984, FEBRUARY 23, 1987, FEBRUARY 19, 1990, FEBRUARY 19, 2002, FEBRUARY 19, 2009 AND FEBRUARY 19, 2012.