

# **AMERICAN SUBCONTRACTORS ASSOCIATION OF SOUTH CAROLINA BY-LAWS**

## **ARTICLE I—NAME AND REPRESENTATION**

**SECTION 1- NAME.** This Association is entitled AMERICAN SUBCONTRACTORS ASSOCIATION OF SOUTH CAROLINA INC., (“ASA of SC”) and is a non-profit corporation incorporated under the laws of the State of South Carolina.

**SECTION 2. AREA REPRESENTATION.** This Association shall act as the parent organization for local chapter units located in South Carolina, which local chapter units shall make application and be accepted as members of the Association. Membership requirements are more specifically set forth in Article IV.

## **ARTICLE II---SEAL AND OFFICES**

**SECTION 1. SEAL.** The seal of the Association shall be in circular form and shall bear around its outer perimeter the words **“AMERICAN SUBCONTRACTORS ASSOCIATION OF SOUTH CAROLINA, INC.”** The Board of Directors may change the form of the seal or the inscription thereon at their pleasure.

**SECTION 2. OFFICES.** The principal office of the Corporation shall be located at 525 East Bay Street, Charleston, South Carolina, effective 18 February 2022, and continuing until such time as the Board of Directors may determine otherwise or as the affairs of the corporation may require.

W. Duffie Powers, Gallivan White & Boyd PA, shall serve as a registered agent of the Corporation for service of process in South Carolina and shall maintain a registered office for the Corporation as a part of his law practice, presently located at 1201 Main Street, Suite 1200, Columbia, South Carolina 29201.

The registered agent and location of the register office may be changed from time to time by the Board of Directors (“Board”).

## **ARTICLE III—PURPOSE, POLICIES, AND OBJECTIVES**

**SECTION 1. PURPOSES.** The purpose of this Association is to assist local chapters and their individual members with all aspects of issues subcontractors face in the construction industry. The Association shall operate in its parent and administrative capacity, providing representation for its member units in the National American Subcontractors Association organization. To the extent that this Association represents the needs of its local chapters, its purpose shall encompass all the singular goals asserted by its membership and approved as appropriate by the Association.

**SECTION 2. POLICIES.** The programs of the Association shall be educational and shall be developed through conferences, committees, and projects. The Association shall further be noncommercial, nonsectarian, and non-partisan. No commercial enterprise and no candidate shall be endorsed by it. The name of the Association and the names of its chapters and its officers shall not be used with any partisan interest or for any purpose other than the regular work of the Association.

The Association shall not seek to direct the administrative activities, policies, or programs of its chapters.

The Association shall not enter into membership with other organizations save such international or national organizations as may be approved by the American Subcontractors Association, Inc. (National). Additionally, the Association or any of its subdivisions may cooperate

with other organizations and agencies actively concerned with the general welfare of subcontractors, such as conference groups or coordinating councils, provided the Association makes no commitments that bind its individual member groups.

**SECTION 3. OBJECTIVES.** It is the objective of this Association to foster the development of, establish, encourage, and maintain a mutually beneficial relationship between the Association and its local chapters. This objective shall be accomplished by the activities as shall receive the approval of the Board, while require adherence to the Association's purposes and policies.

#### **ARTICLE IV—MEMBERSHIP**

**SECTION 1. ELIGIBILITY.** Any established person, firm, partnership, or corporation which is regularly engaged as a subcontractor in the construction industry, in South Carolina, or in areas as the Board may from time to time determine shall be eligible for regular membership as hereinafter provided. A subcontractor is a person or entity that regularly prepares and submits a lump sum bid to furnish materials and shop or installation labor to a prime or general contractor or another subcontractor, according to plans and specifications. Any established person, firm, partnership or agent thereof, which is actively engaged in selling, supplying, or distributing construction materials, supplies, equipment, or service pertaining thereto shall be eligible for membership. In addition, prime contractors, banks and lending agencies, insurance and surety bond issuers, and others furnishing related services to construction subcontractors are also eligible for membership.

a. **ACCEPTANCE.** Completed applications for membership will be reviewed by the local chapter board of directors for "acceptance" and confirmation by vote of the ASA of SC Board to assure applicant meets eligibility for membership.

b. **DENIED.** If the local chapter board of directors determine an applicant does not meet the criteria for membership, the application will be referred to the ASA of SC state office for review with General Counsel. Board members or other chapter representatives cannot deny membership to an applicant without consultation and approval from ASA of SC General Counsel. Should the applicant be denied membership in the association, the Chapter President, ASA of SC President, ASA of SC Executive Director and/or General Counsel, after consultation, will determine how the denial for membership will be communicated to the applicant.

**SECTION 2. INDIVIDUAL MEMBERSHIP.** Membership in this Association shall be attained individually by membership in a local chapter of the American Subcontractors Association located within the state of South Carolina, such local chapter being affiliated with the AMERICAN SUBCONTRACTORS ASSOCIATION OF SOUTH CAROLINA, INC.

**SECTION 3. AFFILIATE MEMBERSHIP.** Subcontractors located within the representative area of this Association are authorized and encouraged to join together in local groups in their communities, operating either formally or informally at their option, and make application for affiliation to the AMERICAN SUBCONTRACTORS ASSOCIATION OF SOUTH CAROLINA, INC. Affiliation shall be accomplished by gaining the majority approval of the Board. Among other obligations, it shall be the duty of this Board, upon considering any group for affiliation, to determine whether the applicant is interested in the objectives of the Association and willing to uphold its policies and subscribe to its By-Laws.

**SECTION 4. AFFILIATE MEMBERSHIP APPLICATION.** All applicants for chapter affiliation shall file with the secretary a written application in such form as the Board shall from time to time determine. Applications for membership shall be presented promptly for consideration and investigation to the Board or to the admissions committee, if an admissions committee has been appointed by the Board and if an admissions committee has been appointed, it shall report its recommendations promptly to the Board.

**SECTION 5. RETIRED ASSOCIATE MEMBER.** Retired employees, whose firm at the time of their retirement was eligible for individual membership in AMERICAN SUBCONTRACTORS ASSOCIATION OF SOUTH CAROLINA, INC., shall be eligible for membership as a Retired Associate Member. Such eligibility shall be maintained regardless of the present status of the individual member from whom this eligibility originally derived.

Rights of the retired Associate Member shall be identical to that of an individual member. The Retired Associate Member shall otherwise satisfy all applicable qualifications for membership including payment of such dues as may be determined by the Board and the local affiliate member chapters.

**SECTION 6. VOTING RIGHTS.** No individual member shall have voting rights in this Association. However, each affiliate member chapter shall elect delegates to represent such affiliate member chapter in the conduct of the Association's business. Such elections shall be held at least thirty days prior to the annual meeting as hereinafter prescribed. The number of such delegates shall be as prescribed from time to time by the Board and may be stipulated to give equal representation to each affiliate chapter member on a chapter-by-chapter basis or may give unequal delegate representation to reflect the size of affiliate chapter membership, entirely at the sole discretion of the Board.

**SECTION 7. TERMINATION OF MEMBERSHIP.**

- (a) Causes of Termination. The membership of any member of any classification shall terminate upon occurrence of *any* of the following events:
  - (i) The resignation of the member;
  - (ii) Expiration of the period of membership, unless the member sooner renews for a subsequent period on the renewal terms set by the Board;
  - (iii) Failure of a member to pay dues, fees, or assessments as set by the Board within thirty (30) days of written notice from the Treasurer or other designated representative of the amount of the arrearage, which notification shall be sent if the member is in arrears in the payment of dues for a period of ninety (90) days after said dues or any installment thereof are due and payable;
  - (iv) The occurrence of any event which renders such member ineligible for membership, or failure to satisfy membership qualifications;
  - (v) The expulsions of the member, based upon the good faith determination by the Board that the member has failed in a material and serious degree to observe the rules and conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.
- (b) Suspension for Review of Membership. A member may be suspended for review based on the good faith determination by the Board that the member has failed in a material and serious degree to observe the Association's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association and its membership. A person whose membership is suspended shall not be an active member in the Association; however, Association benefits will continue during the suspension period.
- (c) Procedure for Expulsion. If grounds appear to exist for expulsion or suspension of a member under subsections (a) and (b) of this Section 7, the procedure set forth below shall be followed:
  - (i) The member shall be given fifteen (15) days prior notice of the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by registered mail, or FedEx, or equivalent signed-for delivery service to the member's last address as shown on the Association's records.
  - (ii) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by a committee authorized by the

Board to determine whether the expulsion, suspension, or nonrenewal should take place.

- (iii) The Board shall decide whether or not the member shall be expelled, suspended, nonrenewed or sanctioned in some other way. The decision of the Board shall be final.
- (iv) Any civil action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year of the date of the expulsion, suspension, or termination.
- (d) Reinstatement Procedure. Any member who is expelled or whose membership is not renewed may petition the Board for reinstatement to the Association after a minimum of two years from the Board's final decision expelling or nonrenewing the membership. A former member petitioning for reinstatement must submit a reinstatement application and submit to a personal interview if requested by the Board. The reinstatement application must contain the following:
  - (i) an application for membership;
  - (ii) a statement describing the reason(s) for expulsion or nonrenewal;
  - (iii) a statement, signed by the accredited representative of the petitioner, detailing steps taken to correct or remedy the reason(s) behind the petitioner's expulsion or nonrenewal; and,
  - (iv) such other requirements as the Board may adopt from time to time for reinstatement.

The Board, at its next regularly scheduled meeting, shall decide whether or not to reinstate the petitioner based on the reinstatement application and the personal interview with the petitioner, if conducted. The personal interview, if conducted, will be held at the Board's next regularly scheduled meeting. If the Board decides not to reinstate the petitioner, then the petitioner may repetition the Board one year from the Board's decision.

Any member who is suspended will automatically be reinstated following the completion of its suspension period if the Board decided not to terminate the membership or renew the membership.

- (e) Board Vote. Above-mentioned membership actions including, but not limited to, suspensions, expulsions, resignations, and reinstatements will require an affirmative vote of two-thirds of the members of the Board.

**SECTION 8. TRANSFER OF MEMBERSHIP.** Individual membership in the Association is not transferrable or assignable.

**SECTION 9. MEMBERSHIP BENEFITS.** In furtherance of the purpose of assisting local chapters and individuals in all aspects of the subcontracting business, and in recognition that the greater the number of members in the Association, the more opportunity to provide to the members special benefits not generally available to others in the subcontracting business, absent prior approval of the Board, any membership benefits afforded by the Association shall be limited to members in good standing.

#### **ARTICLE V—MEETING OF THE DELEGATES**

**SECTION 1. DELEGATES.** The individual members shall be represented at all times by the delegates duly chosen as per Article IV, Section 6, and shall have no other representation in the Association.

**SECTION 2. ANNUAL MEETING.** The annual meeting of the Association at which officers shall be elected shall be held at a time and place to be set by the Executive Director and approved by the Executive Committee.

**SECTION 3. SPECIAL MEETING.** Special meetings of the delegates may be called by the President, the Board, or not less than one-tenth of the delegates.

**SECTION 4. PLACE OF MEETING.** The Board may designate any place as the place of meeting for

the annual meeting or for any special meeting called by the Board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of South Carolina; but if all of the delegates shall meet at any time or place, either within or without the state of South Carolina, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

**SECTION 5. NOTICE OF MEETINGS.** Written or printed notice stating the place, day, and hour of any meeting of delegates shall be delivered, either personally, by mail, e-mail or fax, to each delegate entitled to vote at such meeting, not less than ten, nor more than fifty days before the date of such meeting, by, or at the direction of, the President, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the delegate at his address as it appears on the records of the corporation, with postage thereon prepaid.

**SECTION 6. INFORMAL ACTION BY DELEGATE.** Any action required by law to be taken at a meeting of the delegates, or any action which may be taken at a meeting of delegates, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the delegates entitled to vote with respect to the subject matter thereof.

**SECTION 7. QUORUM.** Four Delegates each holding votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of delegates, a majority of delegates present may adjourn the meeting from time to time without further notice.

**SECTION 8. PROXIES.** At any meeting of delegates, a delegate entitled to vote may vote by proxy executed in writing by the delegate or by his duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

**SECTION 8.1. VOTING BY PROXY.** A member of the Board absent from a meeting may appoint one or more members who are at the meeting as his/her proxy to vote and otherwise act for him or her. The appointment may be done by written document, or by written communication, or by electronic communication, or by telephonic communication to the Executive Director of this Association or to the President of the Association, at any time, even during the course of a regular or special meeting of the Board. The Secretary of the Association shall note the proxy of the absent member in the minutes of the meeting at which the proxy is presented. For purposes of determining the existence of a quorum, a proxy given by an absent member to a member that is present shall be treated as if the absent member were present.

**SECTION 9. MANNER OF ACTING.** A majority of the votes entitled to be cast on a matter to be voted upon by the delegates present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these By-Laws.

## **ARTICLE VI—BOARD OF DIRECTORS**

**SECTION 1. GENERAL POWERS, COMPOSITION, AND CERTIFICATION.** The affairs of the corporation shall be managed by its Board. Directors need not be residents of the state of South Carolina, or members of the corporation. However, each locally affiliated chapter shall be represented upon the Board by not less than two Directors. Absent prior approval by the Board of ASA of SC, each affiliated Chapter shall be represented by a member or an employee of a member of ASA of SC.

At the annual meeting of the Association's delegates, election of Directors, as effectuated by local affiliated chapter, shall be certified.

In order to manage the size of the Board over the lifetime of the Association, immediately upon completion of their term as Honorary Chairman of the Board, Past Presidents of the Association

shall no longer be members of the Board and will not have a voice or a vote in the affairs of the association unless and until they choose to participate and meet a participation goal. This change to inactive status will relieve the Association from any liability for the actions of an inactive Past President and relieve Past Presidents who do not participate in Association business from any liability for the actions of the Association.

Any Past President that wishes to serve on the Board can choose to participate at any time but is required to give written notice to the Executive Director in advance of the next meeting of the Board of their desire and commitment to do

In order to retain active status on the Board and have a voice and a vote in the affairs of the association, Past Presidents are also required to attend a majority of the meetings of the Board annually and actively participate in the Association's goals and business,

Any Past President that has chosen to be an active member of the Board but who misses two (2) consecutive meetings of the Directors will have no vote for the record at the next meeting. Voting privileges for the record will be restored when an active Past President attends their second consecutive meeting.

Failure to attend any meetings of the Directors for one (1) year will be interpreted as a resignation from the Board and result in automatic removal from the Association's role as an active Board of Director with voting rights at the end of the then-current fiscal year, but you may choose to participate again at any time by providing written notice to the Executive Director in advance of the next meeting of the Directors and meeting the aforementioned participation goal.

The Board can include up to four At Large Directors appointed as needed. At Large Directors will serve a one-year term with service limited to two years. At Large Directors, up to two from each chapter will be proposed by a nominating committee appointed by the President and elected by the Board. At Large Directors will be selected from ASAC member firms.

**SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS.** The number of Directors shall be not less than nine. Directors shall hold office for two-year, staggered terms. In the first year, the local chapters shall elect one Director for one year and another for two years, each to hold office until his successor has qualified and been certified. Nothing contained herein shall prevent the re-election of any Director with the exception of Article VI, Section 2-i.

- (i) Membership — Representation on the ASA of SC Executive Committee and the ASA of SC Board shall be limited to representatives of member firms in good standing with the association. Should a seated member of the ASA of SC Executive Committee or ASA of SC Board change jobs to an unaffiliated firm or if their company drops its' membership before the completion of the board members term, the board member will be allowed to complete their term with all voting rights, provided their local chapter approves that individual to continue to represent their chapter.

**SECTION 3. REGULAR MEETINGS.** A regular annual meeting of the Board shall be held without other notice than this by-law immediately after and at the same place as the annual meeting of delegates. The Board may provide by resolution the time and place, either within or without the state of South Carolina, for the holding of additional regular meetings of the Board without other notice than such resolution. In any event, the Board must meet not less than three times each year and may meet in different locations, corresponding to the geographic representation of the Association's local chapters.

**SECTION 4. SPECIAL MEETINGS.** Special meetings of the Board may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meeting of the Board may fix any place, either within or without the state of South Carolina, as the place

for holding any special meeting of the Board called by them.

**SECTION 5. NOTICE.** Notice of any special meeting of the Board shall be given at least two days previously thereto by written notice delivered personally, by mail, electronic mail or fax to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage prepaid. Any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board needs to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

**SECTION 6. QUORUM.** A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**SECTION 7. MANNER OF ACTING.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these By-Laws.

**SECTION 8. VOTING BY SPECIAL BALLOT.** Except for By-Law changes, when specific action by the Board is needed between scheduled meetings, and the President determines it is unnecessary to call a Special Meeting of the Board, a special ballot may be used. Special ballots shall be sent by special messenger, overnight delivery service, facsimile, electronic mail or other electronic means and Board members shall be given two (2) working days to respond in writing. All special ballots must be signed and dated. Two-thirds of the total members of the Board must respond and a two-thirds vote of those responding is necessary for passage.

- i. Two members of the Board may request that a discussion by conference call to all Directors be held. The President shall schedule a requested telephone conference call to all members at a time when the greatest number may participate. Two-thirds of the members participating in the conference call shall constitute a quorum. Three-fourths of those attending the conference call meeting must approve any action taken.
- ii. Each Board member shall respond to the President and the Secretary (or appropriate designated person). As a part of the records of the Association, the Secretary (or designated person) shall maintain the receipt of each transmission to and from each member of the Board as a part of the records of the Association.
- iii. Board members not responding to special ballots within ten (10) days of the dated notification will be considered a "yes" vote in favor of the special ballot.
- iv. Action taken pursuant to this Section 8 shall be communicated to each Board member by the Secretary (or designated person) who, upon request from a member, shall report to such member the identity of each member voting and specify the vote taken by each member.
- v. Action taken under this Section 8 shall be reported at the next following Board meeting.

**SECTION 9. VACANCIES.** Any vacancy occurring in the Board and any directorship to be filled by reason in the increase in the number may be filled by the affirmative vote of a majority of the Board. Any Director elected to fill a vacancy shall be elected for the unexpired term of its predecessor in office.

**SECTION 10. COMPENSATION.** Directors as such shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. But nothing contained herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.



**SECTION 11. REMOVAL OF DIRECTORS.** Any Director that unjustifiably, as defined by the Executive Board and final determination by the Board upon receipt of a letter of explanation, misses two consecutive regular or special meetings of the Board shall be subject to replacement upon the recommendation of the President of the Association and by majority vote of the remaining Board. In addition thereto, any Director may be removed with or without cause by majority vote of the membership at any specially called meeting as herein before set forth. In addition thereto, any Local Chapter that unjustifiably is not represented by its delegates at two consecutive regular or special meetings of the Board shall be subject to dissolution upon recommendation of the President of the Association and by a majority vote of the remaining Board.

**SECTION 12. INFORMAL ACTION BY DIRECTORS.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing setting forth the action so taken, shall be signed by all Directors.

#### **ARTICLE VII—OFFICERS**

**SECTION 1. OFFICERS.** The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The immediate Past President shall be honorary Chairman of the Board with a vote. The Board may elect or appoint such other officers, including one or more assistant Secretaries, and one or more assistant Treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed. from time to time, by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**SECTION 2. ELECTION AND TERM OF OFFICE.** The officers of the corporation shall be elected annually by the Board at the regular annual meeting of the Board as hereinabove set forth. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

**SECTION 3. REMOVAL.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

**SECTION 4. PRESIDENT.** The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business affairs of the corporation. The President shall preside at all meetings of the members and of the Board. The President may sign, with the Secretary or any proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the Board or by these By-Laws or by statute to some other officer or agent of the corporation; and, in general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

**SECTION 5. VICE PRESIDENT.** In the absence of the President or in event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President and when so acting, shall have all the powers of and be subject to, all restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board.



**SECTION 6. TREASURER** If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation and, in general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board.

**SECTION 7. SECRETARY.** The Secretary shall keep the minutes of the meetings of the members and of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with provisions of these By-Laws or as required by law and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation keep a register in the post office address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

**SECTION 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES.** If required by the Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in sums and with such sureties as the Board shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or by the Secretary or by the President or by the Board.

#### **ARTICLE VIII—COMMITTEES**

**SECTION 1. EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the President, two Vice Presidents, Treasurer, Secretary, Chairman of the Board, and the Executive Director.

A) **DUTIES:** The President shall serve as Chairman of the Executive Committee. The duties of the Executive committee shall be to carry out the policies and rules of the Board, develop a plan for Association revenue, appoint the nominating committees, report to the Board, such matters from the membership that require action by the Board, and to exercise the power and duties of the Board in an emergency situation or as otherwise charged by the Board.

A. **Meetings:** Meetings of the Executive Committee will be called by the President or Executive Director on ten days' notice to each member. The place and frequency of such meetings will be mutually agreed by the members of the Executive Committee. Emergency situations shall be excluded from the ten-day notice rule.

B. **QUORUM:** A majority of the members of the Executive Committee shall constitute a quorum. Any number less than a quorum may adjourn the meeting.

C. **SECTION 2. COMMITTEES OF DIRECTORS.** The Board, by resolution adopted by a majority of Directors in office, may delegate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the corporation, except that no such committee shall have the authority of the Board in reference to amending, altering, or repealing the By-Laws, electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegating thereto of authority shall not operate to relieve the Board or any individual Director of a responsibility imposed upon it or the Board or any individual Director by law.

**SECTION 3. OTHER COMMITTEES.** Other committees not having an exercise in the authority of the Board in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting in which a quorum is present. Except as otherwise provided in such resolution, members of such committees shall be members of the corporation and the President of the corporation shall appoint the Committee Chair thereof.

**SECTION 4. TERM OF OFFICE.** Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**SECTION 5. CHAIRMAN.** Committee Chair shall be appointed by the President of the corporation and the Chair appoints committee members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

**SECTION 6. VACANCIES.** Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

**SECTION 7. QUORUM.** Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**SECTION 8. RULES.** Each committee may adopt rules of its own government not inconsistent with these By-Laws or with rules adopted by the Board.

#### **ARTICLE IX---STAFF**

**SECTION 1. EXECUTIVE DIRECTOR** The Board may employ an Executive Director whose terms and conditions of employment shall be specified by the Board.

**SECTION 2. RESPONSIBILITIES:** The Executive Director shall perform and discharge all duties prescribed by the Executive Committee and the Board. The Executive Director shall employ all staff members and direct the activities of such staff. The Executive Director shall be responsible to the Board and the Executive Committee. The Executive Director has a voice but no vote at all meetings of this Association.

#### **ARTICLE X—CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**SECTION 1. CONTRACTS.** The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officer as authorized by the By-Laws, to enter into any contract or execute and deliver an instrument in the name of and on behalf of the corporation, and such authority may be general and confined to specific instances.

**SECTION 2. CHECKS, DRAFTS AND COMMERCIAL PAPER.** All checks, drafts, or order for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the Corporation.

**SECTION 3. DEPOSITS.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

**SECTION 4. GIFTS.** The Board may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the corporation.

**SECTION 5: Charitable Dedication.** Local chapters may collect and raise funds dedicated for a specific or general charitable purpose. In the event a local chapter dissolves, ceases to exist, or otherwise becomes inactive for a period of no more than 90 days or immediately, depending on the circumstances leading up to the chapter's inactivity, the Association shall have the power to take possession of any such dedicated funds, but may only utilize said funds for the same or substantially similar charitable purpose as originally dedicated by the local chapter, if possible. In the event the original purpose of the fund is or becomes impractical to maintain or pursue, the Association shall have the authority to select one or more other charitable recipients for the remainder of the funds.

#### **ARTICLE XI—CERTIFICATES OF INDIVIDUAL MEMBERSHIP**

**SECTION 1. CERTIFICATE OF INDIVIDUAL MEMBERSHIP.** The Board may provide for the issuance of certificate evidencing individual membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing individual membership of any member and the date of issuance or the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board.

**SECTION 2. ISSUANCE OF CERTIFICATES.** Certificates shall be issued to local affiliate chapter in the state South Carolina, and additionally to their individual members who have qualified for individual membership in this Association in accordance with the provision of Article IV herein above set forth. Issuance of such certificates shall be conditioned upon payment of any initiation fee and dues that may be required.

#### **ARTICLE XII—BOOKS AND RECORDS**

**SECTION 1.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its individual members, delegated Board and Directors, and committees, having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the delegates entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

#### **ARTICLE XIII—FISCAL YEAR**

**SECTION 1.** Fiscal year of the corporation shall begin on the first day of July of each year and end on the thirtieth day of June.

#### **ARTICLE XIV—DUES**

**SECTION 1. ANNUAL DUES.** The Board may determine from time to time the amount of an initiation fee, if any, and annual dues payable to the corporation by individual member of each local chapter.

**SECTION 2. PAYMENT OF DUES.** Dues shall be payable in advance on the first day of June of each year. dues of a new individual member shall be prorated on a monthly basis from the first day of the month in which new member is elected to membership for the remainder of the fiscal year of the corporation.

**SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP.** When any member of any class shall be in default with the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues become payable member's membership may thereupon be terminated by the Board in the manner provided by Article IV of these By-Laws.

#### **ARTICLE XV—WAIVER OF NOTICE**

**SECTION 1.** When any notice is required to be given under the provision of the South Carolina Non-Profit Corporation Act under the provision of the Article of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XVI—AMENDMENT TO BY-LAWS**

**SECTION 1.** These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two day written notice is given of intentions to alter, amend, or repeal, or to adopt new By-Laws at such meeting.

#### **ARTICLE XVII—PROHIBITION AGAINST SHARING IN ASSOCIATION EARNINGS**

**SECTION 1.** No member, Director, officer, or employees of, or member of a committee of, or person connected with the Association, or any private individual shall receive at any time any of the new earnings of pecuniary profit from the operations of the Association, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in affecting any of its persons shall be entitled to share in the distribution or any of the corporate assets upon dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed that upon such dissolution of winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board may determine or as may be determined by a Court of competent jurisdiction upon application of the Board, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provision of Section 501c (6) of the Internal Revenue code in its regulations as they now exist or as they may hereafter be amended.

Approved by Board of Directors, In Session, 18 May 2022.