

**REGIONAL CHAPTER BYLAWS**

Bylaws of the South Carolina Women Lawyers Association,  
\_\_\_\_\_ Regional Chapter

**ARTICLE I – NAME**

**Section 1. Name and Membership.**

The name of this Chapter shall be the South Carolina Women Lawyers Association, \_\_\_\_\_ Regional Chapter. The \_\_\_\_\_ Region includes the Counties of \_\_\_\_\_. Membership of the Chapter includes all members in good standing of the Association in the Region.

As provided in the Association’s 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, Chapter membership, 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.

**Section 2. Voting Membership.**

The requirements for voting membership are the same as the requirements in the Bylaws of the South Carolina Women Lawyers Association, Inc.

**ARTICLE II –PURPOSE, CREATION, AND AUTHORITY**

**Section 1. Purpose.**

The purpose of the Chapter shall be to support the policies and goals of the South Carolina Women Lawyers Association, Inc. as set out in the Association’s Constitution and Bylaws.

**Section 2. Creation, Operation, and Deactivation.**

The Association Board must authorize the creation of a regional chapter pursuant to the Association’s Bylaws.

The Chapter shall operate under the Association’s Constitution and Bylaws, as well as by these Chapter Bylaws.

In the event the Chapter’s membership falls below 10 members or if the Association Board determines that other good cause exists, the Association Board may, by majority vote, deactivate the Chapter.

**Section 3. Authority.**

The Chapter has the authority to plan and organize Association activities in the Region. However, only the Association Board and the Executive Committee of the Association have the authority to enter into contracts or otherwise assume liability on behalf of the Association, its chapters,

committees, and any other subset of the Association.

#### **Section 4. Dues and Chapter Funds.**

Dues payable by members of the Chapter shall be paid to the Association. The Association Board shall determine the amount of membership dues to be allocated to the Chapter, based in part upon the annual proposed budget. Each Regional Chapter shall control its allocated portion of membership dues.

### **ARTICLE III - MEETINGS**

#### **Section 1. Regular Meetings.**

The regular meetings of the chapter shall be held \_\_\_\_\_ [examples: “on the second Tuesday of each month” and “once a quarter”].

#### **Section 2. Quorum.**

Ten (10) members of the chapter shall constitute a quorum.

### **ARTICLE V – BOARD OF DIRECTORS**

#### **Section 1. Board’s Purpose and Duties.**

The Chapter Board is responsible for planning and organizing Association activities in the Region and encouraging membership and active participation in the Association at both the regional and state levels.

#### **Section 2. Membership; Tenure.**

The Chapter Board of Directors shall consist of the Chair, Chair-Elect, Vice-Chair, Immediate Past-Chair, and no more than five (5) Directors to be elected by the Region’s membership.

Except for the Chapter’s first year when two (2) of the non-Officer Directors shall be elected for a one-year term, the non-Officer Directors shall be elected for two-year terms. Terms of office 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.

All Chapter Directors shall be limited to two consecutive terms on the Chapter Board. Any former Chapter Director shall be eligible to again serve as a Chapter Director after being off the Chapter Board for at least one calendar year.

#### **Section 3. Eligibility for Office.**

All members satisfying Article I, Section 1, are eligible to serve as a non-Officer Director.

#### **Section 4. Nominations and Election.**

Except for the year of its creation, in electing the non-Officer members of the Chapter Board, the

Chapter shall follow the same process and deadlines for members of the Association Board.

### **Section 5. Resignation; Removal.**

A Chapter Director may resign at any time by communicating the resignation to the Chapter Vice-Chair in writing. A Chapter Director may be removed at any time with cause on a two-thirds vote of the membership of either the Chapter Board or the Board of the state Association.

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 Chapter Board meetings in a single calendar year without cause deemed adequate by the Chapter Board; (c) the member’s continued neglect or failure, after written demand, to discharge duties or to obey a specific written directive from the either the Chapter or State Board; (d) conflicts which render the member incapable of fulfilling the member’s duties to the Association; (e) the member’s engaging in adjudicated misconduct which is injurious to the Association; (f) the member’s conviction of any felony or any crime involving moral turpitude; and (g) 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 5. Vacancies.**

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

### **Section 6. Committees of the Board of Directors.**

The Chapter Board of Directors may establish such committees as shall from time to time be needed to carry on the work of the Chapter and to advance the Association’s goals at the regional level. In establishing a new committee, the Chapter Board shall state the area of its proposed activities. Committees 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 Chair, and shall serve for one year; Committee Chairs are eligible for reappointment. Any active member of the Association who is a member of the Region may serve on any Committee.

## **ARTICLE VI - OFFICERS**

### **Section 1. Officers.**

The officers of the chapter shall be a Chair, a Chair-Elect, and a Vice-Chair.

### **Section 2. Office Holding Limitations.**

No member shall hold more than one elected office at a time.

### **Section 3. Term.**

Officers will be elected for a term of one year.

#### **Section 4. Authority and Duties.**

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

##### **Section 4.1 Chair.**

The Chair shall preside at all meetings of the Chapter and the Board of Directors and shall appoint the chair and members of all committees. She 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 4.2 Chair-Elect.**

The Chair-Elect shall perform such duties as the Chair may assign and, except as otherwise provided, the duties of the Chair when the Chair is disabled from performing her duties or absent from any meeting of the Chapter or the Board of Directors. In addition, the Chair-Elect shall supervise the safekeeping of the Chapter funds and shall report periodically on its financial condition to the Chapter Board and, as requested, to the Association Board. She shall also prepare a proposed annual budget to the Chapter Board for approval and, once approved, to the Treasurer of the Association during the Association's annual budgeting process. She shall perform such other duties as shall be assigned to her by the Chair or the Board of Directors.

##### **Section 4.3. Vice-Chair.**

The Vice-Chair shall

- (a) keep the respective minutes and records of the Chapter and the Board of Directors;
- (b) maintain the roster of the members of the Board;
- (c) receive, certify, and publish nominations of members of the Board;
- (d) receive, certify, and publish the results of elections;
- (e) receive and maintain as the property of the Association all papers, addresses, and reports to the Chapter and the Board of Directors; and
- (f) give notice when notice is required to be given to the Board of Directors, or the Chapter members.

In addition, by no later than January 31 of each year, the Vice-Chair must provide the Association Board with the names of all officers and Committee chairs, as well as a summary of the anticipated Regional Chapter meetings and activities for the upcoming calendar year. She will also be responsible for periodic reports on Chapter meetings and activities as requested by the Association Board.

#### **Section 5. Eligibility for Office.**

Only Chapter members in good standing as provided for in Article I, Section 1, are eligible to serve as a Chapter Officer. Except for the first year of the Chapter's existence, prior to serving as Chair-Elect, an individual must have served as Vice-Chair. Except for the first year of the Chapter's existence, prior to serving as Vice-Chair, an individual must have previously served at least one term on the Chapter Board or on the Board of the State Association. However, these requirements for Chair-Elect and Vice-Chair may be waived by majority vote of the Chapter Board if no suitable candidate for Chair-Elect and Vice-Chair can be found with the qualifications for the office.

**Section 6. Nominations and Election.**

Except for the year of its creation, in electing the Officers of the Chapter, the Chapter shall follow the same process and deadlines for members of the Association Board.

**ARTICLE VII – AMENDMENTS**

**Section 1. Power to Amend.**

The Chapter does not have the power to amend, repeal or adopt these Bylaws. Only the Association Board shall have power to amend, repeal or adopt bylaws at any regular or special meeting of the Board.

**Section 2. Amendment Notice.**

If any amendment to Chapter's Bylaws is adopted, amended or repealed by the Association Board, notice of the bylaw so adopted, amended or repealed, together with a concise statement of the changes made, shall be provided to the Association membership. Any notice of meeting of directors or members at which chapter bylaws are to be adopted, amended or repealed shall include notice of such proposed action.