

SCWLA Board Meeting Minutes
January 9, 2018
Conference Call Meeting

Members attending: Emily Boatright, Molly Cherry, Amie Clifford, Kelly Jolley, Lynsey Kmetz, Bumi Patel, Sima Patel, Laura Paton, Mary Beth Pfister, Tara Shurling, Ayesha Washington, Amanda Williams, Marguerite Willis, Sheila Willis, Liz Zeck

Members absent, excused: Stephanie Burton, Lisa Claxton, Ashley Cuttino, Karen Huelson, Arial Kirk, Sarah Leverette, Kristen Nichols, Nancy Olah

I. Call to Order

President Molly Cherry called the meeting to order at noon.

II. Approval of Minutes

Molly Cherry called for any corrections to the minutes from the board meetings of 9/8/17, 9/28/17 and 11/17/17. The only change requested was to reflect in the 9/8/17 minutes that Laura Paton did not attend. With that correction, there was a motion and a second to approval all 3 sets of minutes, and the motion carried.

III. Slate of Officers

There was a motion and a second to approve the proposed slate of officers for 2018 (Sheila Willis, President; Amie Clifford, President-Elect; Mary Beth Pfister, Treasurer; Ayesha Washington, Secretary). This motion carried.

IV. Bylaws Amendments

Ayesha Washington and Amie Clifford explained the amendments to the Bylaws that were distributed to the Board on November 18 and December 11. Upon motion, second, and vote, the Association's Bylaws were amended as follows:

- A new two-section Article, to be Article VII (Advisory Board), was added.

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 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

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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 (Notices)
 - Section 1 (Form; Delivery) was amended as follows.

Section 1. Form; Delivery.

Except as otherwise provide in these Bylaws, notices to directors and members shall be in writing and may be delivered ~~personally or~~ by mail, electronic mail, courier, or facsimile. Members wishing to receive notices via mail shall notify the Secretary of this preference, ~~and the Secretary shall send notices by that method at the same time.~~ 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.

- Article IX (Officers)
 - Section 1 (Officers) was amended to read as follows.

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) was amended to read as follows.

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. ~~She~~ The President shall be the official spokesperson 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 ~~her~~ 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;*

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(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 ~~to her~~ 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. ~~She~~ The Treasurer shall perform such other duties as shall be assigned to her by the President or the Board of Directors. The Treasurer shall serve as Chair of the Finance Committee.

- Section 3 (Eligibility for office was amended to read as follows.

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 8 (Vacancies) was amended to read as follows.

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 Director)

- Section 1 (Employment) was amended to read as follows.

Section 1. Employment.

The Board of Directors shall employ and supervise an ~~Administrator~~ 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 ~~Administrator~~ Executive Director are not required to be a member. The Board of Directors, by a majority vote, shall select the ~~Administrator~~ Executive Director.

- Section 2 (Salary) was amended to read as follows.

Section 2. Salary.

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

- Section 3 (Duties) was amended to read as follows.

Section 3. Duties of Executive Director.

Under the direction of the officers and Board of Directors, the ~~Administrator~~ Executive Director shall implement the policies of the ~~BA~~ 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;

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(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 XIV (Finances)

- Section 1 (Annual Budget) was amended to read as follows.

Section 1. Annual Budget.

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

- Section 2 (Dues) was amended to read as follows.

Section 2. Dues.

The Association is authorized to collect annual dues from the members, ~~and associate 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 ~~shall be set by the Board of Directors.~~ 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.

- Article XVI (Amendments)

- Section 1 (Power to Amend) was amended to read as follows.

Section 1. Power to Amend.

~~The Board of Directors shall have power to amend, repeal or adopt bylaws at any regular or special meeting of the Board, with the exception of any bylaw adopted by the members that expressly provides that the Board may not adopt, amend or repeal that bylaw or any bylaw on that subject. Any bylaw adopted by the Board may be amended or repealed by vote of the holders of a majority of the members entitled at the time to vote for the election of directors. Neither the directors nor the members shall, however, 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.~~

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) was amended to read as follows.

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

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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.

There were no dissenting votes on the above amendments.

V. Proposed Bylaws Amendment

Ms. Clifford proposed the following amendment to Article VI in light of the fact that none of the Regions has yet opted to become Chapters:

ARTICLE VI – DIRECTORS

Section 1. Number; Tenure.

The Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Post-President, one Director from each of the Regions ~~Regional Chapters~~ to be elected by ~~that Chapter~~ the members in that Region, or, if a Regional Chapter has been formed, the Regional 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 year. Any former Director shall be eligible to again serve as a Director after being off the Board for at least one calendar year.

Ms. Washington moved that this be considered a first reading on this amendment. Ms. Jolley seconded and said that the new Board should vote on it. The Board approved the motion.

VI. Executive Session

A motion was made to go into executive session, and the motion carried. After executive session, the meeting resumed.

VII. Adjournment

There being no further business, a motion was made and seconded to adjourn. The motion carried.