

**SCWLA Board Meeting Minutes**  
**November 17, 2017**

**I. Call to Order and Attendance**

President Molly Cherry called the meeting to order.

**Members present:** Sheila Bias (Columbia), Emily Boatwright (by telephone), Stephanie Burton (by phone), Molly Cherry (Charleston), Amie Clifford (Columbia), Karen Huelson (Columbia), Kelly Jolley (Columbia), Ariel Kirk (by phone), Sarah Leverette (Columbia), Nancy Olah (by phone), Bhumi Amit Patel (by phone), Laura Paton (by phone), Tara Shurling, Ayesha Washington (Charleston), and Elizabeth Zeck

**Members absent, excused:** Ashley Cuttino (by phone), Kristen Nichols, Sima Patel, Mary Beth Pfister, Amanda Williams

**Members absent, unexcused:** Lisa Claxton and Marguerite Willis

**Also attending:** Allyce Bailey (by phone), Mary LaFave, Mikki Lindler

**II. President's Report**

President Cherry reported on the 2017 Annual Conference, including the CLE and the Awards Reception. All who attended agreed that it was a wonderful event, but that it was sad that more people did not attend.

**III. Consent Agenda**

**Meeting Minutes Approval from September 8 and 28 meetings.**

At the request of Amie Clifford, the approval of the minutes from the September 8 and 28 meetings were carried over until they could be reviewed and distributed in advance.

**IV. Treasurer's Report**

A written report was provided in advance to the Board. Treasurer Amie Clifford reported that the Association's expected shortage from the Annual Conference was going to be significantly less than previously expected due to some cost-cutting efforts put into place and the tremendous job done by Amanda Williams and her committee in stepping in at pretty much the last minute and soliciting sponsorships.

She noted that two Committees, the Membership Committee (an event for law students) and the Community Outreach Committee (incentives for membership involvement) had submitted requests for funds to cover expenses incurred in excess of their budget. The expenses were discussed. A motion was made to approve and cover the expenses; the motion was seconded and approved.

**V. Action Items**

To ensure a quorum to act, President Cherry next took up the action items on the agenda (actually considered prior to the Treasurer's Report).

**A. Bylaws Amendments**

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Ayesha Washington, Chair of the Bylaws Committee, called the Board's attention to the next set of proposed amendments to the Bylaws, which will be voted on at the January 2018 meeting.

- Article VII (Advisory Board) (NEW)
  - Add Section 1 (Establishment; Role) to read as follows.

*Section 1. Establishment; Role.*

*The Board of Directors of the Association may establish an Advisory Board, the purpose of which is to provide advice, guidance, support and advocacy for the Association, consistent with the strategic objectives and programs established by the Board of Directors. The Advisory Board shall report to the Board of Directors, will serve in an advisory capacity only, and will not have authority to make binding decisions or act on behalf of the Association.*
  - Add Section 2 (Membership) to read as follows.

*Section 2. Membership.*

*Upon nomination by any member in good standing of the Association and the majority vote of the Board of Directors, any member in good standing may become a member of the Advisory Board. Members of the Advisory Board shall serve until their death, resignation, or removal by majority vote of the Board of Directors.*
- Article VIII (Notices)
  - Change Section 1 (Form; Delivery) to read as follows (deleting personal delivery and requirement that notices via mail only be sent by the Secretary, the thinking being that there may be times where the Executive Director may send notices to directors and members.).

*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*

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*wrapper, and address to the directors or the members at their addresses appearing on the records of the Association.*

- Article IX (Officers)
  - Change Section 1 (Officers) to read as follows (including the Immediate Past-President in the listing of officers and delete the remaining of the current provisions).

*Section 1. Officers.*

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

- Change Section 2 (Authority and Duties) to read as follows (non-substantive changes to make the bylaws gender neutral since male members are eligible to hold office).

*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 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 ~~her~~ the duties or absent from any meeting of the Association or the Board of Directors.*

*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.*

- Change Section 3 (Eligibility for office) to read as follows (includes services as a Regional Chapter Officer in the eligibility requirement for the position of President-Elect).

*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.*

- Change Section 8 (Vacancies) to read as follows (to provide that the office of Immediate Past-President need not be filled if it becomes vacant).

*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)

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- Section 1 (Employment) to read as follows (changes the title of the position of Administrator to Executive Director).

*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.*

- Change Section 2 (Salary) to read as follows (changes the title of the position of Administrator to Executive Director).

*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.*

- Change Section 3 (Duties) to read as follows (changes the title of the position of Administrator to Executive Director; removes “Bar” from in front of “Association”).

- *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 ~~Bar~~ 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.*

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- Article XIV (Finances)
  - Section 1 (Annual Budget) to read as follows (removing the presentation of the annual budget at the annual meeting of meetings).

*Section 1. Annual Budget.*

*The Association shall adopt an annual budget, which shall be prepared by the treasurer, after consultation with the Board of Directors. ~~The Budget shall be presented for approval at the annual meeting of the members.~~*

- Section 2 (Dues) to read as follows (expressly allows the Board of Directors to “gift” a membership to someone and removes unnecessary or repetitive language).

*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 Directions 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) to read as follows (changes the bylaws to be more consistent with that of other women’s bar associations, and provides opportunity for more involvement by the membership).

*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~~*

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~~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) to read as follows (provides the Board and our membership with sufficient notice, to ensure compliance with other provisions of the Bylaws).

*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.*

The Board was asked to review these proposed changes and any other that might be distributed prior to the next meeting.

**B. Strategic Plan Final/SCWLA Operational Plan**

President-Elect Sheila Bias called the Board's attention to the Strategic Plan that had been developed by the Association by CCBizard Consulting, after the August 26,

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2017, retreat attended by some members of the Board, Committee Chairs, and Regional Representatives, and the 2017-2018 Operational Plan developed as a result. The plans had been distributed in advance so that the Board could review. A motion was made, and seconded to approve the plans; the motion passed.

**VI. Committee Year End Reports**

Committee year-end reports were submitted in advance and distributed to the Board. During the discussion of the Committee's activities, Mary LaFave, Chair of the membership Committee, noted that SCWLA does not have a membership brochure aimed at law students and requested that the Association create one.

**VII. Region Year End Reports**

Written reports were submitted in advance by the Regions and distributed in advance to the Board. Ms. Patel (Grand Strand Region) and Ms. Huelson (Midlands Region) reported that their Regions would be having another event before the end of the year. Ms. Boatwright provided further information about the Sea Islands Region's activities.

Ms. Olah (Old English Region) requested that the Regions be provided with a step-by-step procedure for getting programs accredited. Ms. Clifford volunteered to work on that.

**VIII. SCWLA Foundation**

Liz Zeck, Chair of the Foundation and Board Member, requested that the law students chosen as recipients of the Foundation's scholarships each year (there is one from each of the two law schools in the state) be given a sterling ladder pin by the Association. There was a lot of discussion focusing on the symbolism of the pin (a reminder to leave the ladder down, and help other women lawyers ascend the ladder of success). President Cherry noted that Laura Paton had requested that speakers at the annual conference be given a pin, but that the Executive Committee (the request happening between Board meetings) decided not to approve that request and Ms. Paton purchased pins herself to give as gifts. The general consensus was that the pins should generally not be given out as gifts by the Association, especially to law students and those not actively involved in the Association, because the symbolism of the pin would not be appreciated. Immediate Past-President Jolley moved that, instead of a pin, the Foundation Scholarship recipients be given a free year of membership in the Association. Ms. Zeck said that she would take that as a friendly amendment in addition to her request, but Ms. Jolley said it was an alternative motion. Ms. Zeck moved to have the Board approve giving a sterling Ladder Pin to the scholarship recipients, but the motion failed for lack of a second. Ms. Jolley then made her motion to provide the Foundation scholarship winners with a free year of SCWLA membership, which was seconded. The motion was approved.

**IX. Old Business and New Business**

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The Board was informed that the Westin Hotel may not work out for the 2018 Annual Conference, and that the Committee may try to get a contract from the Sonesta.

**X. Next Board Meeting**

President Cherry announced that the next Board meeting is planned for Saturday, January 20, 2018, at Kiawah during the South Carolina Bar's Annual Conference, but that a location had not yet been secured.

**XI. Adjourn**

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