

**SCWLA Board Meeting Minutes**  
**September 8, 2017**

**I. Attendance**

**Members present:** Sheila Bias, Stephanie Burton (by phone), Molly Cherry (by phone), Lisa Claxton (by phone), Amie Clifford, Ashley Cuttino (by phone), Kelly Jolley, Arial Kirk, Kristen Nichols (by phone), Nancy Olah (by phone), Bhumi Patel (by phone), Sima Patel (by phone), Laura Paton (by phone), Mary Beth Pfister (by phone), Tara Shurling, Ayesha Washington (by phone), Elizabeth Zeck

**Members absent, excused:** Emily Boatwright, Karen Huelson, Bhumi Amit Patel, Laura Paton, Mary Beth Pfister, Kristen Nichols (had been excused in advance, but called in to make quorum and attended by phone), Amanda Williams

**Members absent, unexcused:** Lisa Claxton, Sarah Leverette, Marguerite Willis

**Also attending:** Helen Gallagher (by phone) and Mikki Lindler

**II. Call to Order & Approval of Minutes**

Molly Cherry called the meeting to order. A motion was made and seconded to approve the minutes from the July 14, 2017 meeting. The motion carried.

**III. Action Items**

**A. Bylaws Committee**

Ayesha Washington first reviewed the changes to the Bylaws that were submitted by the Bylaws Committee in advance for consideration:

- Article III
  - Change Section 1 (Regular Membership) to read as follows (clarifying intent and meaning of the provision).

*Section 1. Regular Members.*

*As set forth herein, the Board of Directors shall establish categories of membership and dues assessment amount. The following persons shall be qualified for voting membership in the Association:*

*(a) Any person licensed to practice law who is a member in good standing of the South Carolina Bar, or the bar of any other state, and who pays the Association's annual dues assessment for the category of membership for which the person is eligible;*

*(b) Any person licensed to practice law who has been a member in good standing of the South Carolina Bar, or the bar of any other state, for a period of five years and has retired from the practice of law as a member in good standing, and who pays the Association's annual dues assessment for the category of*

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*membership for which the person is eligible.*

- Change Section 2 (Student Members) to read as follows (clarifying intent and meaning of the provision).

*Section 2. Student Members.*

*The following persons shall be qualified for student membership in the Association:*

*Any law student in a post-baccalaureate law school program at a law school recognized as accredited by the South Carolina Supreme Court is qualified for student membership in the Association. Upon payment of the Association's annual dues assessment for student membership, a law student shall enjoy all benefits of membership except that student members shall not have the right to vote or to hold office in the Association.*

- Add a new Section 4 (Suspension or Expulsion of Members) to read as follows (the current bylaws did not address what happens when a member is disbarred or suspended from practicing law).

*Section 4. Suspension or Expulsion of Members.*

*A member disbarred from practicing law in any state or jurisdiction shall be automatically dropped from membership in the Association and cannot re-join or be reinstated until and unless readmitted to practice law in that state or jurisdiction.”*

- Article IV

- Change Section 1 (Time and Place) to read as follows (eliminating the requirement that board members be elected at the annual meeting since they are now elected by ballot, and clarifying meaning of the provisions).

*Section 1. Time and Place.*

*The Annual Meeting of the Association and all special meetings of the Association may be held at such time and place as will be designated by the Board of Directors.*

- Change Section 2 (Annual Meetings) to read as follows (clarifying the meaning of the provision).

*Section 2. Annual Meetings.*

*The Annual Meeting shall be held each calendar year at the time and place set by the Board of Directors. Any business properly brought before the meeting shall be conducted.*

- Change Section 3 (Notice) to read as follows (amending to include the purpose of the meeting and the matters to be discussed/voted upon at the meeting in the meeting notices, and clarify that it applies to the Annual meeting as well as any special meetings).

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*Section 3. Notice.*

*Written notice of the place, date and time of the Annual and any special meetings of the Association shall be given by mail, or by electronic mail to each member entitled to vote not less than ten but no more than sixty days prior to the meeting. The notice must include the meeting agenda and sufficient information to allow the membership to understand the purpose of the meeting. The agenda shall not be changed during the meeting.*

- Change Section 4 (Special Meetings) to read as follows (clarifying the meaning of the provision).

*Section 4. Special Meetings.*

*Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute or by the articles of incorporation, may be called by the President or a majority of the Board of Directors, or by written request of at least 10 percent of the members of the Association.*

- Delete Section 5 (The Notice provision addresses the notice requirement for all meetings so this section no longer necessary).
- Change Section 6 (Quorum) to read as follows (reducing the number of members needed for a quorum. It also eliminates calculating a quorum for meeting by/with proxies).

*Section 6. Quorum.*

*A quorum shall be necessary for the transaction of business at all Annual and special meetings of the members. A quorum is twenty-five (25) members of the Association who are eligible to vote at any member meeting for which proper notice was given." Proxies do not count toward a quorum.*

*A quorum shall be necessary for the transaction of business at all meetings of the members. If, however, such a quorum shall not be present or represented at any meeting of the members, the members present and entitled to vote shall have power to adjourn the meeting from time to time, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.*

- Section 7 (Voting) to read as follows (clarifying the intent and meaning of the provision).

*Section 7. Voting.*

*Only members who have paid their dues for the current year shall be entitled to vote, in person or proxy, at meetings of the Association or for the Board of Directors. Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the Association.*

- Change Section 8 (Proxy Voting) to read as follows (limiting proxies to action items that have been set in advance of the meeting and distributed to the membership according to the notice provisions in Section 3).

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*Section 8. Proxy Voting.*

*Any member entitled to vote at the meeting of the members may authorize another voting member to act for him/her by proxy. Proxy voting shall be limited to action items set forth by the agenda established for the meeting and noticed according to Article IV, Section 3, of these Bylaws.*

*Every proxy must be executed in writing, dated by the member and submitted to the Executive Director at the end of the meeting. A proxy may be specific or general, according to the written instructions of the member giving the proxy. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it.*

The changes requested by the Board at the July meeting about quorum and proxy voting were incorporated by the Committee. After a short discussion a motion was made to adopt the proposed changes, including any renumbering of Sections needed, and seconded. The motion carried by unanimous vote.

On behalf of the Executive Committee, President-elect Sheila Bias then presented proposed changes to Article V, Sections 1 (Nominations) and 2 (Ballot; Voting), and Article IX, Section 4 (Nomination of Officers) consisting of changes in the dates for announcement of openings, closing of the nomination period, distribution of ballots, and return of ballots for the nomination and election of Board members, as well as for the Nominating Committee's creation of a slate of officers, announcement of the slate, and deadline for nomination for officer positions. With the proposed changes in dates, the Sections would read as follows.

**ARTICLE V – BOARD OF DIRECTORS ELECTIONS**

*Section 1. Nominations.*

*Openings for the at-large and regional Director positions on the Board for the upcoming calendar year shall be announced to the membership no later than October 1st. Any eligible member who wishes to be included on the ballot for one of these positions must submit a nominating petition signed by 5 members in good standing of the Association no later than October 15th.*

*Members who are currently serving as directors and who wish to be included on the ballot for re-election need shall submit a nominating petition signed by 5 members in good standing of the Association no later than October 15th.*

*The Association shall make a form nominating petition available on its website for members to use.*

*Section 2. Ballot; Voting.*

*The nominations period shall close by the 15th of October. A ballot containing the nominees shall be sent to each regular Member via mail and/or e-mail by October 16th of each year. All regular Members in good standing shall have the right to vote for the at-large Directors and regional Director for their Region*

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*from the candidates including on the ballot or for any regular Member in good standing they may wish to write it. Ballots must be returned to the Executive Director by October 31st. All ballots shall be tabulated by the Executive Director. Results of the election shall be promptly announced.*

**ARTICLE IX – OFFICERS**

*Section 4. Nomination of Officers.*

*A nominating committee to elect the Officers of the Association shall consist of the Immediate Past President, the President-Elect, two members appointed by the Board of Directors and one appointed by the President. The Immediate Past President shall serve as Chair of the Nominating Committee.*

*The nominating committee shall solicit nominees from the Officers, Board of Directors, and membership at large, and shall operate in accordance with the quorum and notice requirements of the Association's Bylaws. Said committee shall formulate a slate of nominees for the officer positions and submit that slate in writing to the Board of Directors no later than October 1 or the Monday following October 1 if it falls on a weekend. Any additional nominations for the officer positions shall be made by written petition signed by not fewer than ten (10) members of the Association in good standing. The Association shall make a form nominating petition available on its website for members to use. Nominating petitions must be submitted to the Immediate Past*

*President no later than twenty-one (21) days after the slate has been presented to the Board of Directors or the Monday following 21st day if it falls on a weekend.*

*Except for the President-Elect, no member of the Nominating Committee may be nominated for or move into an officer position on the slate produced by the Committee.*

*The nominating committee shall endeavor to ensure that the officers reflect the full diversity of the Association's membership. To do so, the nominating committee shall consider factors including each nominee's years in practice, type of practice, geographic location, activity in the Association, service and commitment to the Association, leadership potential, and professionalism.*

Ms. Bias explained that the changes were needed to allow the Association to shift the nomination and election process to earlier in the year, and that the intent in moving the elections up was to allow for earlier preparation for the succeeding year (to allow incoming committee chairs and regional representatives/chapter officers to have input in the project and budget planning process, as well as to allow SCWLA to hit the ground running on January 1). After discussion about the specific dates and deadlines, and the impact of such, a motion was made, and seconded, to adopt the proposed changes. The motion carried.

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**B. 2017 Bissell Award Recipient**

Ms. Bias reported that there were several outstanding nominations submitted for the 2017 Bissell Award, including nominations that had rolled over from previous years. She presented the Committee's recommendation of Phyliss B. Burkhard as the recipient for the 2017 Bissell Award. The Board approved the selection. The Committee will contact Ms. Burkhard.

**C. Nominating Committee Selection**

Kelly Jolly, who chairs the Nominating Committee by virtue of her position as Immediate Past-President, explained the Bylaws require the Board to appoint two SCWLA members to the Committee. She put forth the names of Ashley Cuttino and Kristen Nichols and asked for additional nominations. There were no additional nominations, and Ms. Cuttino and Ms. Nichols were appointed by vote of the Board.

**D. Federal Judicial Nominee Request**

President Cherry discussed two requests recently received by SCWLA about candidates nominated for federal judgeships. One request, from South Carolina lawyer Fred Suggs, was that SCWLA send a letter (a form letter was provided) supporting the nomination of Spartanburg lawyer Donald C. Coggins, Jr., who has been nominated for the U.S. District Court for the District of South Carolina. The second request, from the ABA Standing Committee on the Federal Judiciary, was for information concerning the qualification of North Carolina lawyer Thomas A. Farr for a District Court judge position. President Cherry had an Ad Hoc committee, chaired by Angelica M. Colwell, review the request and its position was that SCWLA should not respond as requested in regard to either candidate, but that SCWLA should form a committee to address the issue by drafting and presenting to the Board a policy as to whether SCWLA should be involved in the selection of judges in any way – including vetting, supporting or endorsing – and, if so, set out the process and procedure.

A spirited discussion ensued during which comments were made about whether SCWLA should vet judicial candidates since other bar associations, with more resources, already did so; that the issue of vetting and/or endorsing was problematic in light of our membership and the fact that the most qualified candidate would not always be a member or even a woman; that SCWLA's support or endorsement of candidates could be potentially fracturing for the Association; and that SCWLA's involvement in the judicial selection process, much like the legislative process, may prohibit judicial members from remaining members of the Association and may perhaps require SCLWA, like the South Carolina Bar, to determine the amount of dues used for such activities and provide

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refunds of such to members who request such.

Votes were taken on whether to respond to each of the two requests, and both failed unanimously. President Cherry will relay the decision of the Board to the requestors. Because there were strong feelings about whether SCWLA should be involved in the selection of judges, President Cherry then asked for anyone willing to serve on the ad hoc committee to study the issue and come back to the board with a proposed policy concerning the Association's involvement in judicial elections/selection to let her know.

**E. Consent Agenda**

President Cherry discussed the utilization of a consent agenda to allow noncontroversial matters to be addressed quickly, with the understanding that any member of the Board could pull an item off the consent agenda. A motion was made, and seconded, to adopt a consent agenda; the motion passed.

**IV. Remaining Reports**

**A. Treasurer's Report**

SCWLA's balance sheet and a budget vs. actuals report for the year were submitted in advance. Treasurer Amie Clifford discussed the budget and reported that the anticipated shortage from the Conference would be smaller than originally anticipated. While reporting that the Association is doing well financially, she emphasized the need for SCWLA to find additional revenue sources, including Association sponsors (discussed at the July meeting) or additional programming.

**B. Regional Activity**

Written reports were submitted in advance by the Midlands Region (Karen Huelson) and Old English Region (Nancy Olah).

**C. Fall 2018 "25th Anniversary" Conference Planning**

A written report was submitted in advance by Johanna Valenzuela on behalf of the Committee, and Sheila Bias discussed the conference planned for Fall 2018 on Hilton Head Island.

**D. SCWLA Foundation**

A report was made on the scholarship awards to be made at the Awards Reception.

**V. Old Business**

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**A. SCWLA Annual Conference – Sept. 28-29 Awards Reception and CLE**

Everyone was reminded about the upcoming Annual Conference and asked to both attend and encourage others to attend.

**VI. New Business**

**A. Board Member Resignation**

President Cherry announced that Susan White had resigned from the Board.

**VII. Conclusion**

President Cherry announced that the next Board meeting would be on Thursday, September 28, at 5:00 p.m. at the Hyatt Regency.

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