

**BYLAWS OF THE SOLO & SMALL FIRM SECTION  
OF THE SOUTH CAROLINA BAR  
Adopted January 17, 2019  
Amended May 12, 2022**

**ARTICLE I  
NAME AND PURPOSE**

**Section 1. – Name.** This Section shall be known as the Solo & Small Firm Section of the South Carolina Bar.

**Section 2. – Purpose.** To promote the ethical and efficient practice of law by lawyers in small firms; to develop or otherwise provide educational and practice resources; to establish and maintain relationships with other Bar entities and other organizations; to monitor legislative, judicial, and other developments of interest to small firms; and to promote and advocate the interests of the Section within the Bar.

**ARTICLE II  
DEFINITIONS AND ADMINISTRATIVE PROVISIONS**

**Section 1. – Definitions.**

- a. **Solo or Small Firm Attorney.** - An attorney practicing alone or in association with a total of ten (10) or fewer attorneys.
- b. **Section at-large.** - All members of the Solo & Small Firm Section not on the Section Council.
- c. **Council.** Section Council shall consist of nine (9) members, as follows: the three (3) officers of the Section and six (6) representatives.
- d. **Officers.** - Section Council shall have three (3) officers as follows: a Chairperson, a Chairperson-Elect, and a Section Delegate. Officers shall be elected from the ranks of Council representatives.
- e. **Representatives.** - Council shall have six (6) representatives. Representatives shall be nominated by the Section at-large and elected by the Council.
- f. **Meeting.** - A meeting of Council is defined as any gathering of the Council members attending in person, by telephone, or by other electronic means for Section business.
- g. **Quorum.** - A quorum of Section Council shall consist of a simple majority of Council present at a meeting.

**Section 2. – Eligibility for Council.** For any individual to be eligible for election or appointment to the Section Council, (s)he must be: a member of the Bar in good standing; a member of the Section in good standing; an attorney engaged in the private practice of law in a solo or small firm of no more than ten (10) lawyers; and no firm may have more than one member on Council simultaneously.

**Section 3. - Powers and Duties.** Subject to applicable, published procedural rules and requirements of the Bar, the Section Council shall be the primary governing body of the Section. Accordingly, the powers and duties of the Section Council shall be as follows: adopting or amending Section bylaws; authorizing annual budgets and goals; nominating and electing the Chairperson-Elect and such Section officer(s) as may from time to time be required; reinstating by vote of at least a majority of Section Council the removal by the Chairperson of an individual Section Council officer or representative; authorizing specific Section-sponsored programs and activities; authorizing financial aid initiatives; bestowing an award for Solo or Small Firm of the Year, adopting or amending Section policies and procedures; and otherwise exercising such powers and fulfilling such duties as may normally be expected of such a body.

**Section 4. - Fiscal Year.** The fiscal year of the Section shall be the same as the calendar year.

**Section 5. - Financial Obligations.** All bills incurred by or on behalf of the Section shall be forwarded to the Bar for payment.

**Section 6. - Policy Matters.** To be effective, any action or decision by this Section pertaining to legislation, Bar policy, or public policy must be approved by the Bar's Board of Governors or House of Delegates.

**Section 7. - Amendments.** These bylaws may be amended by a vote of three-fourths (75%) of the Section Council at a Section Council meeting.

**Section 8. - Bar Constitution, By-Laws, and Published Rules.** The provisions of these bylaws shall at all times be subject to then prevailing provisions of the Bar's Constitution, bylaws, and other published Bar rules and requirements, as applicable.

### ARTICLE III AT-LARGE MEMBERSHIP AND DUES

**Section 1. - Membership Duration.** At-Large Membership shall be for a calendar year and shall expire at the end of that calendar year unless renewed by timely payment of Section dues in accordance with section 3 of this Article III.

**Section 2. - Membership Eligibility and Privileges.**

- a. **Eligibility.** Any attorney admitted to practice in South Carolina and in good standing with the Bar may become a member of the Section.
- b. **Privileges.** Any member of the Section in good standing is eligible to receive all benefits and privileges of Section membership then existing, including, but not limited to, voting rights at meetings of the Section At-Large.

**Section 3. - Dues.** Dues are payable annually on Bar members' license fee statements.

- a. **Dues Determined by Council.** The amount and timing of payment of annual Section dues shall be as determined by Section Council.
- b. **Exceptions.** The Section Council may make such exceptions to the provisions of this section of Article III as it may determine to be appropriate.

**Section 4. – Revocation of Membership.** Any member who ceases to be a member in good standing of the South Carolina Bar shall automatically be removed as a member of this Section. Upon showing that the member meets the qualifications of Section 2 a., the member may be reinstated in the Section.

#### **ARTICLE IV COUNCIL REPRESENTATIVES**

**Section 1. - Terms.** Except for an appointment necessary to fill an unexpired term, the terms of all Section Council representatives shall be for two (2) years and shall begin and end with the new calendar year. At the conclusion of a two (2) year term, the Council representative may elect to remain for an additional two (2) year term or run for Chairperson-Elect. No Section Council representative shall serve for a period of time in excess of seven (7) successive years regardless of the nature of the elected term.

**Section 2. - Appointment of Council Representative.** If any Section Council representative shall resign or otherwise become unavailable for service during his or her term, the Section Chairperson may appoint a member of the Section at-large to fill the balance of such unexpired term. If the vacancy occurs within three (3) months preceding the regular nominations for election, the position shall be held vacant until filled by regular election means.

#### **ARTICLE V COUNCIL OFFICERS**

**Section 1. - Composition.** There shall be three (3) officers of the Section as follows: a Chairperson, a Chairperson-Elect, and a Section Delegate.

**Section 2. - Eligibility.** For any individual to be eligible for election or appointment as an officer of the Section, (s)he must be a representative currently serving in the Section Council. Representatives who have served more than four (4) years in that capacity may not be eligible to run for Chair-Elect, due to the seven (7) year term limit set in Article IV, Section 1.

**Section 3. - Terms.** Officers shall serve one (1) year in each capacity. Except for an appointment necessary to fill an unexpired term, the terms of all officers shall begin and end on the same date(s) as applicable to the new calendar year.

**Section 4. - Powers and Duties.** Subject to the Constitution and bylaws of the Bar and these bylaws, the powers and duties of each officer of the Section shall be as follows:

**a. Chairperson.**

- 1. Powers and Duties.** - The Chairperson shall be the Chief Executive Officer of the Section and, as such, (s)he shall be empowered to and responsible for appointing standing and special committees and committee chairpersons, as applicable; scheduling and presiding at Section and Council meetings; preparing or causing to be prepared the Section's annual budget and goals; appointing one or more Section liaisons to Bar entities, programs, and activities; approving specific expenditures; removing any Section Council officer or representative who has been absent without good cause from two (2) consecutive Council meetings in one year; appointing interim representatives of the Section Council and/or interim officers to fill the balance

of any unexpired term(s); and otherwise exercising such powers and fulfilling such duties as may normally be associated with such office.

2. **Appointments.** - In the event that any officer shall resign or otherwise become unavailable for service during his or her term, the Section Chairperson may appoint a Section Council representative, or other individual Section member if no Council representative will serve, to fill the balance of such unexpired term. If the vacancy occurs within three (3) months preceding the regular nominations for election, the position shall be held vacant until filled by regular election means. If the person resigning is the Chair of the Section, the Chair-Elect will assume the remainder of the exiting Chair's term, and afterward serve their own regularly elected term.
- b. **Chairperson-Elect.** The Chairperson-Elect shall furnish such support and assistance to the Chairperson as may be necessary, including, but not necessarily limited to, presiding at meetings in the absence of the Chairperson; exercising the powers and fulfilling the duties of the Chairperson in the event of his or her unavailability (*i.e.*, by reason of death, disability, illness, resignation, extended absence, or similar condition or circumstance); and otherwise exercising such powers and fulfilling such duties as may normally be associated with such office.
- c. **Section Delegate.** The Section Delegate shall represent the Section's interests with respect to, and shall attend meetings as a member *ex officio* of, the Bar's House of Delegates and shall keep the Chairperson and Council informed in a timely manner of agendas, issues, actions, and activities of the Bar's House of Delegates as they relate to the Section and its membership.

**Section 5. – Section Liaison.** In addition to the above-listed Section officers, if and as the Bar assigns a liaison to the Section, (s)he shall perform such duties as may be reasonably assigned by the Section Chairperson, including, but not necessarily limited to, keeping financial and non-financial records associated with Section activities and programs; taking and keeping minutes of Section Council and annual meetings; engaging in routine communications with Section members, Bar entities, and outside organizations; preparing routine documentation associated with Section programs and activities (*e.g.*, giving notice of meetings) securing and/or compiling Bar or Section related information; and performing such other duties as may be normally be associated with such capacity.

## ARTICLE VI SUCCESSION AND ELECTION

**Section 1. Succession.** In the normal course of events, at the conclusion of each annual term of office (or such longer period of time if and as may be required by then existing circumstances), the Section Chairperson shall succeed to the official position of Section Delegate for the year to follow, and the Section Chairperson-Elect shall succeed to the official position of Chairperson for the year to follow.

**Section 2. Nomination of Officers.** Representatives of Council who have served at least two (2) years shall be eligible to run for Chairperson-Elect. Nominations for Section Chairperson-Elect may be made by any person currently serving on Section Council commencing the Monday after Labor Day for a period of five (5) business days.

Nominations shall be made to the Section liaison. During this period, Council representatives not running for Chair-elect shall give notice to the Section liaison of their intention to remain on Council or resign.

**Section 3. Election.** Election of the Section Chairperson-Elect shall be by a plurality of the Section Council present and voting at a Section Council meeting or by email to the Section liaison no later than September 30.

**Section 4. Nominations of Council Representatives.** Once the number of vacancies on Council has been ascertained through the officer election process, nominations for elected representatives of Section Council shall be opened to the Section at-large beginning the first Monday in October for a period of ten (10) working days. Notice of intention to run for Council may be made to any Council officer or the Bar staff liaison.

**Section 5. Election of Council Representatives.** The Section liaison shall notify Council of all nominees by October 31. Election of new representatives of Council shall be held no later than December 1 by a simple majority of Section Council present and voting at a Section Council meeting. Council shall endeavor to pursue diversity of representation.

**Section 6. Re-election to Council.** If a council representative or officer has previously served seven (7) years, they may be eligible to run for council again after a period of three (3) years has passed since their last year in office, as long as they meet all other criteria.

**Section 7. Dates.** If any of the dates in Article VI shall fall on a Saturday or Sunday or a Bar holiday, the following Monday or next Bar business day shall be applicable.

## **ARTICLE VII MEETINGS AND VOTING REQUIREMENTS**

### **Section 1. – Section at-Large Member Meeting.**

- a. **Quorum.** Ten (10) members of the Section at-large present at any Section meeting shall constitute a quorum sufficient for the conduct of the Section’s business at such meeting.
- b. **Notice.** Special meetings of the Section-at-large may be called by the Chairperson. Regular meetings of the Section may be called and held upon the giving of no less than 30 days advance written notice (i.e., regular correspondence, e-mail, electronic mailing list, or E-Blast) to all Section members.

### **Section 2. - Council Meetings.**

- a. **Notice.** The Section Council shall meet to conduct the business of the Section at such times and places as shall be appointed by the Section Chairperson, provided that there shall be at least one such meeting each year to elect officers, adopt any necessary budget(s), and adopt any goals for the following year. Meetings of the Section Council may be called and held upon the giving of no less than ten (10) days advance written notice (i.e., regular correspondence, e-mail, or equivalent) to the Section Council. This notice requirement may be waived by consent of a majority of the Section Council.

- b. Binding Action.** Unless otherwise required by these bylaws or the Bar's Constitution or bylaws, a simple majority of those present and voting shall be sufficient to take any action(s) or make any decision(s) binding upon the Section.
- c. Binding Action without a Meeting.** Unless otherwise required by these bylaws, any action that may be taken at any Section Council meeting may be taken without such a meeting upon approval of a majority of all Section Council.