

BYLAWS OF THE SENIOR LAWYERS DIVISION OF THE SOUTH CAROLINA BAR

Article I

Name and Purposes

Section 1. Name. The Division shall be known as the Senior Lawyers Division of the South Carolina Bar.

Section 2. Purposes. The purposes of this Division shall be the purposes of the South Carolina Bar as stated in its Constitution, namely to uphold the honor of the profession of law, to apply the knowledge and experience of the profession to the promotion of the public good, to encourage collegiality among the members of the South Carolina Bar, to correlate and promote the activities of local senior lawyer organizations in the state, and to maintain relationships with the American Bar Association and such other national groups as are approved by the Executive Council.

To pursue those purposes, the programs and activities of the Division shall serve the particular interests of senior lawyers and promote the welfare of seniors generally. In serving the interests of senior lawyers the Division will plan and present programs and activities, produce publications of interest to senior lawyers, and coordinate activities for senior lawyers by, for, and with state and national bar associations. To promote the welfare of seniors generally, the Division will study issues of concern to seniors, prepare and present programs and publications designed to explore and develop such issues, advocate appropriately on behalf of such issues, and coordinate and cooperate with other entities interested in such matters.

Article II

Membership

Section 1. Membership. Membership within the Division shall consist of all members of the Bar who are at least sixty (60) years of age. Membership in the Division shall terminate automatically upon such person ceasing to be a member in good standing of the South Carolina Bar.

Article III

Officers

Section 1. The officers of the Division shall be a President, a President-Elect, and a Secretary. The officers shall be nominated and elected, in manner hereinafter provided to hold office for one year beginning July 1st and ending June 30th and until their successors shall have been elected and qualified.

Section 2. At the end of his or her term the President-Elect shall automatically assume the office of President, and thereupon the immediately retiring President shall become and remain a member of the Council for the ensuing year.

Article IV

Duties of Officers

Section 1. President. The President shall be the Chief Executive Officer of the Division during his or her term of office and, in carrying out of his or her administrative duties, shall make all such appointments for the general committees and be possessed of such authority as is customarily associated with such office.

Section 2. President-Elect. Upon the death, resignation, or during the disability of the President, or upon his or her refusal to act, the President-Elect shall perform the duties of the President for the remainder of the President's term, except in case of the President's disability and only during so much of the term as the disability continues.

Section 3. Secretary. The Secretary shall consult with and assist all the officers of the Division in the work of the Division in the manner and to the extent requested. The Secretary shall keep a true record of the proceedings of all meetings of the Division and the Executive Council. The Secretary, in conjunction with the President, as authorized by the Executive Council, shall attend generally to the business of the Division, and he or she shall review the record of all monies appropriated to and expended for the use of the Division. If the Secretary is absent from a meeting, the President shall appoint a member of the Executive Council to perform the duties of the Secretary at that meeting.

Section 4. Administrative Committee. The President, President-Elect, and Secretary constitute the Administrative Committee. If any matter arises which needs to be decided between the next regularly-scheduled meeting of the Executive Council of the Senior Lawyers Division, the Administrative Committee may meet by conference call or in person and take the necessary actions. Any actions taken by the Administrative Committee must be on the Agenda at the next regularly-scheduled meeting of the Executive Council and ratified by the Executive Council.

Article V

Executive Council

Section 1. Functions. The Executive Council shall have the general supervision and control of the affairs of the Division, subject to provisions of the Constitution and Bylaws of the South Carolina Bar and of the Division.

Section 2. Composition. The Executive Council shall be composed of the President, President-Elect, Secretary, Immediate Past President, two representatives from each of the four judicial regions in the state, two at-large representatives, an out-of-state representative, a representative from the University of South Carolina School of Law and a representative from the Charleston School of Law, and the American Bar Association Senior Lawyers Division Representative when he or she is

a member of the South Carolina Bar. The Division's representatives who serve on the Board of Governors shall also serve on the Executive Council if they are not otherwise members.

Section 3. Regional Representatives. There shall be two representatives to the Division Executive Council from each of the four judicial regions, each of whom is hereby designated as a Regional Representative. Each Regional Representative shall be a member in good standing of the Division and shall maintain his or her principal office within the judicial region from which he or she is elected. In each odd-numbered year, two Regional Representative shall be elected from each of the odd-numbered regions; in each even-numbered year, two Regional Representative shall be elected from each of the even-numbered regions.

Section 4. At Large Representative. There shall be two at-large representatives to the Division Executive Council who shall be members in good standing of the Division and shall maintain his or her principal office and/or residency within South Carolina. Before assuming the office of President, each President-Elect shall appoint an At-Large Representative

Section 5. Out-of-State Representative. There shall be an out-of-state representative to the Division Executive Council who shall be a member in good standing of the Division and who maintains his or her principal office and/or residency outside of South Carolina. The Out-of-State Representative shall be elected in even-numbered years.

Section 6. Law School Representatives. There shall be a representative from the University of South Carolina Joseph E. Rice School of Law and a representative from the Charleston School of Law, who shall be members in good standing of the Division and who shall maintain his or her principal office at the law school that he or she represents. The Law School Representatives shall be appointed by the dean of each respective law school in odd-numbered years.

Section 7. Duties of Representatives. In addition to those duties assigned to them by the President, Representatives shall participate at all regularly scheduled meetings/conference calls of the Executive Council, unless excused by the President.

Section 8. Term and Removal of Representatives. All Representatives shall serve a two-year term beginning the first of July in the year in which he or she is elected or appointed and ending June 30th two years thereafter. Each Representative, other than the law school representatives, shall be limited to two full consecutive terms. All Representatives must maintain their principal offices in the region they represent for their entire terms. Any Representative who fails to attend two scheduled Executive Council meetings during any one term of office without obtaining approval of the President shall be replaced on the Executive Council as provided in Article VII, Section 6. Any Representative to fails to maintain the required qualifications shall be replaced on the Executive Council as provided in Article VII, Section 6.

Article VI

Representation on the Board of Governors and the House of Delegates

Section 1. Representation on the Board of Governors. The Division is entitled to two representatives to serve on the Board of Governors as authorized by the Constitution of the Bar. The President shall serve a two-year term as the Division's representative, beginning the year of assuming the office of President and continuing during his or her term as Immediate Past President. If there is a vacancy, a replacement shall be elected to serve the remainder of the representative's term by a majority vote of the Division's Executive Council. The representatives shall make reports to the Executive Council on a regular basis.

Section 2. Representation on the House of Delegates. The Division is entitled to two representatives to serve in the House of Delegates as authorized by the Constitution of the Bar. Each Division representative to the House of Delegates shall be a member of the Executive Council at the time of election and shall be elected by a majority vote of the Division's Executive Council to serve a one-year term beginning July 1. Division representatives may be re-elected to subsequent one-year terms. If a Division representative ceases to serve on the Executive Council, then the Executive Council shall elect a replacement from the members of the Executive Council.

Article VII

Election of Officers, Regional Representatives, Out-of-State Representative, and Law School Representatives

Section 1. Notice of Election. By October 15, the Secretary shall cause a notice to be published in the publication of the Division or in a general publication of the Bar, or otherwise mailed or communicated to the membership through U.S. mail, email, posting to the Bar Website generally accessible to the membership, or any other method permissible under the South Carolina Bar rules and policies stating that the positions of President-Elect, Secretary, appropriate Regional Representatives, the Out-of-State Representative (If applicable), shall become vacant on June 30th of the following year. This notice shall state that any nominations shall be presented by November 15 to the Chair of the Nominating Committee or to the Division's liaison with the South Carolina Bar.

Section 2. Eligibility. A nominee for any position on the Executive Council must be a member of the Division beginning July 1st next following his or her election. A nominee for Regional Representative must maintain his or her principal office in the judicial region to be represented. A nominee for the Out-of-State Representative must maintain his or her principal office and/or residency outside of South Carolina for his or her entire term.

Section 3. Nominating Committee. The Nominating Committee shall be comprised of the President, President-Elect, Immediate Past President, who shall be the Chair, and those Regional Representatives whose Executive Council terms expire on June 30th of the following year and who are not eligible for another term or who have advised the President that they will not seek another term. On or before November 30th of each year, but in any event subsequent to the publication of the notices required by these Bylaws, the Nominating Committee shall meet at a time and place designated by the Chair and shall promptly make nominations by a majority vote for the offices of President-Elect, Secretary, and the appropriate Regional Representatives, and appropriate Out-of-State Representative, and Law School Representatives.

Section 4. Nominating Election Procedure. By December 15, the Executive Council shall cause the names of each nominee selected by the Nominating Committee to be published in the publication of the Division or a general publication of the Bar, or otherwise mailed or communicated to the membership otherwise mailed or communicated to the membership through U.S. mail, email, posting to the Bar Website generally accessible to the membership, or any other method permissible under the South Carolina Bar rules and policies. On or before the following January 15, any ten or more members of the Division in good standing may file with the Executive Council a signed petition nominating a candidate or candidates for any or all offices to be filled. On January 15, the nominations shall be closed.

Section 5. Elections.

A. If there is only one nominee for Officers, Regional Representatives, or Out-of-State Representative, such nominee shall be considered elected automatically at the time the nominations are closed.

B. If more than one person is nominated for any such office or position, by February 15, ballots containing the names of all nominees for each contested position shall be distributed either by mail or electronically to all members who are eligible to vote. All members of the Division are eligible to vote for the offices of President-Elect and Secretary and for the Law School Representatives. Only those members of the Division residing in each Judicial Region are eligible to vote for the persons nominated for the position of Regional Representative from that region. Only those members residing outside of South Carolina are eligible to vote for the Out-of-State Representative. Ballots shall be returned by February 28 to be included in the tally. The nominees who receive the greatest number of votes for each office or position shall be declared elected.

C. The Executive Council shall supervise all such elections and shall determine, announce and publish the results of each election.

Section 6. Vacancies. If any office or position other than that of the President shall become vacant, the office or position shall be filled by the Executive Council for the portion of the term remaining. If the office of President shall become vacant, the President-Elect shall thereupon become President and shall continue to hold the office of President for a term ending at the same time his or her term as President would have ended had he or she succeeded automatically upon the normal expiration of the preceding President's term.

Article VIII

Committees

Section 1. Committees. The President shall designate the committees, including their duties and their size, deemed necessary to carry out the purposes of the Division. The Executive Council may each designate additional committees to carry out specified duties.

Section 2. Appointments; Terms. All committee chairs and committee members shall be appointed by the President for term coincident with the term of the President.

Section 3. Attendance at Executive Council Meetings. Chairs of Committees should attend Executive Council meetings to provide a report on the activities of the committee. Committee chairs shall have a voice at meetings; they are not members of the Division Executive Council and have no vote.

Article IX

Meetings

Section 1. Meetings of the Executive Council. The Executive Council shall meet as called by the President with at least fourteen days' notice, unless notice is waived by all members of the Executive Council. In addition to its regular meetings, the Executive Council may also transact business and vote by telephone, email, etc.

Section 2. Quorum. A majority of the Executive Council shall constitute a quorum for the transaction of all business at any meeting of the Executive Council. Any action may be taken by the Executive Council by majority vote of those present and voting after a quorum has been determined, except for amendment to these Bylaws, which requires a two-thirds vote.

Section 3. Rules of Proceeding. The latest edition of Roberts Rules of Order shall govern all meetings of the Assembly and Executive Council.

Article X

Financial Matters

No officer, Regional Representative or member of the Division shall have authority to incur any liability in the name of the Bar or the Division.

Article XI

Reports to the Bar

Any action of the Division shall be approved by the Bar before it becomes effective as the action of the Bar. Any resolutions adopted or action taken by the Executive Council may be reported by the President to the Bar for action thereon according to the Constitution and Bylaws of the Bar.

Article XII

Amendments

The Division Bylaws may be amended at any meeting of the Executive Council by a vote of two-thirds of the members present and voting, a quorum being present, provided any amendments so adopted shall become effective only as provided in the Constitution and Bylaws of the Bar.

Article XIII

Gender

Except where clearly inappropriate, the word "President" as used in the Division Bylaws shall be deemed to include the masculine and feminine genders, and compatible reading shall be given to the words "President-Elect," "Secretary," and "Regional Representative" and all similar terms.

Amended May 2019

Amended July 2021: (1) One additional representative on the BOG

Amended 2023: two at-large representatives; two-year terms for all representatives; representatives to Board of Governors; nominations process; number for a quorum; Executive Council approves expenditures.

Amended May 2026: Each of the law school representatives are appointed by the dean of each law school and are not elected by the SLD membership. Majority vote is needed for actions by the Executive Council, except for amendment to the By-Laws. Terms for the SLD House of Delegates representatives. Modified the time frames for the nomination process.