

BYLAWS

SOUTH CAROLINA SOCIETY OF ASSOCIATION EXECUTIVES Columbia, SC

ARTICLE I

NAME AND HEADQUARTERS

The name of this organization shall be the South Carolina Society of Association Executives, with headquarters at Columbia, South Carolina.

ARTICLE II

PURPOSE

Section 1. The purpose of this organization shall be to promote and enhance the achievement of association management professionals.

Section 2. This organization shall take positions only on issues which have direct impact on associations and/or association management, provided the membership is notified of the proposed position 15 days before any position is taken and no member objects to the proposed position. A member's objection may be raised in person or in writing and the member does have to be present to voice such objection.

ARTIICLE III

MEMBERSHIP

Section 1. **Regular**, voting membership in the South Carolina Society of Association Executives is limited to employees of nonprofit business/trade, professional, educational, philanthropic, or technical positions who devote 50% or more of their working time to the management of their associations. Individuals employed by association management firms to manage multiple associations listed above are also eligible for membership.

Applicants for regular membership must be approved by the Board of Directors.

Current members who do not meet the qualifications as of May 1, 1994, may remain members until they change employment.

Section 2. **Honorary**, non-voting membership in this Society shall be available to retiring association executives who have made a substantial contribution to the Society and who have been a member of the society for at least 10 years. Honorary membership must be recommended by the Board of Directors and approved by a majority vote of the regular members at a called meeting of the Society.

Section 3. **Associate** memberships may accept as members if the entity is engaged in selling, marketing or promoting services to the regular members of SCSAE as defined by the board of directors in the policies and procedures manual. Individuals seeking

associate membership must be approved by the Board of Directors. Associate members shall have neither voice nor vote in the regular affairs of this organization.

Section 4. **Student** memberships shall be available to any student attending an accredited college or university to the extent that such student is not employed full-time by any organization whose members qualify for regular voting membership in the South Carolina Society of Association Executives. Provided further, that student members must commit to attend a minimum of two regular meetings of the Society per fiscal year. Student members shall have no voting privileges in the regular affairs of the Society.

Section 5. **Association Lobbyist**, non-voting, membership in this Society is limited to registered lobbyists, with the SC Ethics Commission, employed by a regular member organization/firm or an individual(s)/firm under contract by an entity outlined in the regular member category as a registered lobbyist, with the SC Ethics Commission. Association Lobbyist members shall not have a vote in the regular affairs of this organization.

ARTICLE IV GOVERNANCE

Section 1. **Authority:** The authority for the direction of the affairs of the Society is vested in the Board of Directors. The Board of Directors, who shall be elected by the membership, consists of a President, President Elect, Treasurer, Immediate Past President, and four Directors at Large. The officers of the Board of Directors consist of a President, President Elect, Treasurer and Immediate Past President.

The president shall appoint **one** associate member and **one** association lobbyist member to serve on the Board of Directors as voting Directors at Large.

In addition to the elected members of the Board of Directors, the board shall also have one non-voting position: The Executive Director shall be the Secretary of the Association, an ex-officio, nonvoting member of the Board of Directors and all committees, but shall not be included in determining the existence of a quorum.

Section 2. A nominating committee chair shall be appointed by the president and shall present a slate of nominees to the regular membership no less than 15 days prior to the Annual Meeting. Additional nominations for any office may be made by petition to be received at least two (2) days prior to the Annual Meeting. A petition on behalf of the nominee shall be signed by not less than ten (10) regular members. The names of such nominees will be presented at the Annual Meeting. No other nominations may be at the at the elections except as provided for in this Article (except in the event of a nominee's death or inability to serve.) A majority vote is required for elections.

Section 3. **Quorum:** A quorum at any Board of Directors meeting of the Society consists of at least four Directors.

ARTICLE V MEETINGS

Section 1. Regular Meetings: The membership of the Society will hold regular meetings as designated by the Board of Directors. Notice of the time and place of these meetings must be sent to the membership at least ten (10) days prior to the meeting.

Section 2. Special meetings may be called by the Board of Directors provided that notice and agenda of said meetings have been communicated to the membership at least ten (10) days in advance.

No items other than those on the agenda may be discussed at such meetings.

Section 3. Annual Meeting. The society shall hold an annual meeting where the election of officers and directors shall take place.

Section 4. Quorum: A quorum at any regular or special meeting of this organization shall consist of those members present.

Section 5. The Board of Directors shall meet at least four times annually.

ARTICLE VI DUES

Section 1. The dues of the members will be set by vote of the membership upon recommendation by the Board of Directors.

Section 2. Dues are to be paid within thirty days of billing, or membership will be cancelled.

ARTICLE VII COMMITTEES

Section 1. Standing Committees: The President may appoint Standing Committees as deemed necessary for the business of the Society.

Section 2. Ad Hoc Committees: The President may appoint Ad Hoc Committees from time to time to address specific issues or projects. Such committees will be disbanded upon completion of the project.

ARTICLE VIII

TERMS OF OFFICE, DUTIES AND OFFICERS

Section 1. Term of Office: All officers and Board members will assume their duties upon installation. The President, President Elect, Treasurer, and Immediate Past President shall serve for a term of one year, or until their successors have been elected and qualified. Of the four elected Directors at Large, two Directors shall serve for a term of one year and two Directors shall serve for a term of two years, or until their successors

have been elected and qualified. The two-year director terms shall be staggered so that at each annual meeting held, a total of three Directors at Large shall be elected, two for a term of one year and one for a term of two years. The two Director at Large positions appointed by the President, associate member and association lobbyist member, shall serve a one-year term.

Section 2. The following duties are conferred upon the officers:

- A. President – It shall be the duty of the President to preside at all meetings of this organization and shall appoint all committees and serve as an ex-officio member of each committee. The President shall be Chairman of the Board of Directors.
- B. President Elect – It shall be the duty of the President Elect to preside and to act as President in case of the absence or disability of the President.
- C. Treasurer - It shall be the duty of the Treasurer to have custody of all monies of the organization and keep a proper account of receipts and disbursements. The Treasurer shall preside in the absence of the President and President Elect.
- D. It shall be the duty of the Executive Director to serve as the Secretary (ex-officio), to keep the records of the Association, to maintain a roll of the members, to give notice of all meetings, to keep the minutes of all meetings of the Association, the Board of Directors, and of Committees, and to carry out the policies and direction of the Association, as established by the Board of Directors.

Section 3. More than two (2) absences from duly constituted meetings of the Board of Directors, unless otherwise excused by the President, shall automatically constitute a resignation. The President shall consider which absences are excused. Any vacancy occurring on the Board of Directors between regular Annual Meetings of the association's active membership may be filled by the Board of Directors, to serve until the next Annual Meeting of the Association.

ARTICLE IX ADMINISTRATOR

The Board of Directors may contract with an Administrator to conduct the business of the organization.

ARTICLE X ASSETS

The assets of the Society shall in no way inure to the benefit of any member.

**ARTICLE XI
RULES OF ORDER**

Roberts Rules of Order, Latest Edition, shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

**ARTICLE XII
DISSOLUTION**

No part of the assets of this organization, upon dissolution, shall inure to the benefit of any member thereof. In the event of dissolution, the assets of this organization shall go to an eleemosynary corporation which is exempt from taxation pursuant to the laws of South Carolina.

**ARTICLE XIII
AMENDMENTS**

These articles may be amended or repealed by a majority vote of the voting members present at any regular meeting of the organization, provided notice of the proposed changes are sent in writing to membership fifteen (15) days prior to such meeting.

By-laws revised: 5/14/2019