# BYLAWS OF THE SOLO & SMALL FIRM SECTION OF THE SOUTH CAROLINA BAR Adopted by House of Delegates

January 19, 2012

## ARTICLE I

# NAME AND MISSION

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

Section 2. - Mission. The mission of the Section shall be to work to improve solo and small firm practitioners' ability to meet with distinction the demands and expectations of their clients, the courts, the legal profession, and their communities. The Section shall seek to fulfill its mission by: promoting the ethical and efficient practice of law by this constituency; seeking to develop or otherwise provide educational and practice resources oriented toward this constituency; establishing and maintaining relationships with other Bar entities and other organizations; monitoring legislative, judicial, and other developments of interest to this constituency; and promoting and advocating the interests of this constituency within the Bar.

#### ARTICLE II

## **MEMBERSHIP**

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

# Section 2. - Qualifications and Privileges.

- a. Qualifications. Any individual may become a member of the Section if (s)he pays the annual Section dues then applicable (including any arrearage(s)) and is an attorney admitted to practice in the State of South Carolina current with respect to payment of dues for Bar membership.
- b. Privileges. Any member of the Section in good standing is eligible to receive all benefits and privileges of Section membership then existing specifically including but not limited to voting rights and floor privileges at Section meetings.

- **Section 3. Dues.** Subject to applicable, published procedural rules and requirements of the Bar:
- a. Dues Determined by Council. The amount and timing of payment of annual Section dues shall be as determined by Section Council; and
- b. Exceptions. The Section Council may make such exceptions to the provisions of this section of Article II as it may determine to be appropriate.

# ARTICLE III

## COUNCIL

- Section 1. Composition. There shall be a Section Council consisting of nine (9) members, as follows: the three (3) officers of the Section and six (6) elected members. Council may not have more than one member from the same firm.
- Section 2. Eligibility. 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.
- Section 3. Terms. Except for an appointment necessary to fill an unexpired term, the terms of all Section Council members shall begin and end with the Bar's fiscal year. If any Section Council member shall resign or otherwise become unavailable for service during his or her term, the Section Chairperson may appoint a member of the Section to fill the balance of such unexpired term. No Section Council member shall serve for a period of time in excess of seven (7) successive years regardless of the nature of the elected term.
- Section 4. Appointment of Council Member. If any Section Council member shall resign or otherwise become unavailable for service during his or her term, the Section Chairperson may appoint a member of the Section to fill the balance of such unexpired term.
- Section 5. Nomination of Council Members. Nominations for elected members of Section Council shall be made by any Section member no later than February 1 each year through notice to any officer or the Bar staff liaison. Notice of all nominations shall be given in writing to all Section Council members no later than February 15.

Section 6. – Election of Council Members. Election of new members of Council shall be held no later than March 1 by a simple majority of Council members present and voting at a Section Council meeting held for that purpose. Council shall endeavor to provide geographical diversity.

Section 7. - 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 members the removal by the Chairperson of an individual Section Council member; authorizing specific Section-sponsored programs and activities; authorizing financial aid initiatives; 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.

### ARTICLE IV

#### **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 member of the Section Council unless the number of available members is not sufficient for that purpose; and eligible as of the date of election to continue as a member of the Section Council.

Section 3. - Terms. 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 Bar's fiscal year. 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 member or other individual if the number of available members of the Section Council is insufficient for that purpose, to fill the balance of such unexpired term.

Section 4. – Appointment of Council Officer. In the event that any officer shall resign or otherwise become unavailable for service during his or her term, the Section Chairperson shall appoint a Section Council member or other individual Section member if no Council member will serve to fill the balance of such unexpired term.

Section 5. - Succession and Election.

- a. 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.
- b. Nomination(s). Nominations for Section Chairperson-Elect may be made by any Section Council member no later than February 1.
- c. Notice. Notice of nominations shall be given in writing to all Section Council members no later than February 15.
- d. Elections. Election of the Section Chairperson-Elect shall be by a plurality of Section Council members present and voting at a Section Council meeting held for that purpose no later than March 1.
- Section 6. 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. The Chairperson shall be the Chief Executive Officer of the Section and, as such, (s)he shall be empower 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 member who has been absent without good cause from three (3) consecutive Council meetings; appointing interim members 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.
- 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.

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 V**

#### MEETINGS AND VOTING REQUIREMENTS

# Section 1. - Section Membership Meeting.

- a. Quorum. Ten (10) members of the Section 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 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 Section members.

# Section 2. - Council Meetings.

- a. Quorum. The members of the Section Council present at any Section meeting shall constitute a quorum sufficient for the conduct of the Section's business at such meeting.
- b. 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 all Section Council members, provided that this notice requirement may be waived by consent of a majority of all Section Council members.

- c. **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.
- d. 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 members.

#### **ARTICLE VI**

# ADMINISTRATIVE PROVISIONS AND DEFINITIONS

# Section 1. - Definitions.

- a. 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.
- b. Solo or Small Firm. An attorney practicing alone or in association with a total of ten (10) or fewer attorneys.
- Section 2. Fiscal Year. The fiscal year of the Section shall be the same as the fiscal year of the Bar.
- Section 3. Financial Obligations. All bills incurred by or on behalf of the Section shall be forwarded to the Bar for payment.

Section 4. - 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 5. - Amendments. These bylaws may be amended by a vote of three-fourths (75%) of all of the members of the Section Council at a Section Council meeting held for that purpose upon at least ten (10) days advance written notice of the proposed change(s); a vote of two-thirds (66.66%) of the members of the Section present and voting at a meeting upon at least thirty (30) days advance written notice of the proposed change(s).

Section 6. - 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.