

## **SOUTH CAROLINA CLERKS TO COUNCIL ASSOCIATION BYLAWS**

### **ARTICLE I – NAME**

The name of the organization shall be the **South Carolina Clerks to Council Association**.

### **ARTICLE II – PURPOSE**

The purpose of the South Carolina Clerks to Council Association (Association) shall be: to promote and encourage the continuous education of all persons serving as Clerk to County Councils pursuant to S.C. Code of Laws 4-9-110; to develop programs to increase the proficiency of Clerks to Councils, council members and executives of counties in South Carolina; to investigate and provide a means for the exchange of ideas and experiences among Clerks to Council; and to collect, analyze, study and distribute information relative to County Government in South Carolina.

### **ARTICLE III – OFFICERS**

**Amendment Explanation:** SCAC recommends that the PURPOSE language be amended to reflect the statutory requirements contained in 26 USC 501 (C)(3). The purpose should more directly focus on the educational purpose of the Association in educating and improving the counties' Clerks and county officials. It was also noted that the abbreviated use of "Association" was used through the By-laws was not noted as referring to the full name. This has been added to the Purpose section. This revised language focuses more directly on the specific educational functions of the Association.

#### **Section A.**

The offices of this Association shall be President, Vice-President, Secretary, Treasurer, immediate former President, Member-at-Large, and such other officers as may be authorized by the active membership. The immediate former President shall serve in an advisory position. Officers of the association shall assume office following their election at the annual meeting and serve a two-year term. All officers shall begin performing their duties and responsibilities of the position immediately upon installation. Officers may serve consecutive terms in the same position if elected by a super majority vote of the Clerks at the Winter Conference.

#### **Section B.**

Each officer shall be an active Clerk to Council with at least one full year as Clerk to County Council; attends the Clerks' Conference and the annual Clerks' workshops during the State's Convention and has paid on a consistent basis.

#### **Section C.**

In the event the office of President should become vacant, the Vice-President shall serve the remainder of the term.

## **ARTICLE IV – MEMBERSHIP**

This Association shall consist of active voting members who shall be Clerks to Council, Assistant Clerks to Council, Deputy Clerks to Council, and ex-officio non-voting members who shall be former Clerks to Council, or related Council representatives.

## **ARTICLE V – ELECTIONS**

### **Section A. – Nominations**

The Nominating Committee comprised of five active members, shall prepare a proposed slate of officers to be presented for acceptance by the Association at the February (Winter) meeting during the second year of the term. Consideration shall be given by the Committee to each office to be filled, and shall select the most qualified person to place in nomination. Nominations may be made from the floor. When two (2) or more names are proposed for one office, voting shall be by ballot, a majority vote being necessary for election. If there are no nominations from the floor, election shall be by acclamation.

### **Section B. – Vacancy**

Any vacancy other than President within the elective offices shall be filled by action of the Executive Committee. The appointed officer shall serve until the next meeting of the Association at which time the nominating committee shall be prepared to present to the Association a nomination for the vacant office.

## **ARTICLE VI – DUTIES OF OFFICERS**

### **Section A.**

The President shall preside at all meetings of the Association and the Executive Committee. The President shall appoint a Chair or Co-Chairs and members of all standing and special committees. The President shall serve as an ex-officio member of all committees except the nominating committee. It shall be the responsibility of the President to plan or delegate the planning of the meetings of the Association, and shall perform other duties that may be requested by the Association. The President shall also have the authority to appoint a chaplain.

### **Section B.**

The Vice-President shall act in the absence of the President or at her request. In case of a vacancy in the office of President, the Vice-President shall become acting president and hold office until the next election. The Vice-President shall perform such other duties as requested by the President. Acceptance of the office of Vice-President shall indicate an understanding of the probability that the office of president may be offered in the following term.

**Section C.**

The Secretary shall keep a permanent record of all meetings of the Association and the Executive Committee, and shall provide a copy of the previous meeting's minutes to the membership at least one month prior to the next meeting of the Association. For archival purposes, the Secretary shall provide electronic copies of permanent records to the Member-at-Large. Any corrections or additions to be duly noted and appropriately corrected at the next meeting of the Association. The Secretary shall give proper notice of all meetings to the membership, and perform such other duties as may be assigned by the President and/or Executive Committee.

**Section D.**

The Treasurer shall disburse all monies of the Association and keep an accurate accounting of all financial transactions and shall submit annual dues notices to the membership. The Treasurer shall submit a monthly financial report to the Executive Committee and the Audit Committee. The Treasurer shall also file a written report with the Executive Committee twenty days before the annual meeting of the Association of all the receipts and disbursements during the preceding fiscal year together with the status of all funds and investments. For archival purposes, the Treasurer shall provide electronic copies of the permanent records to the Member-at-Large. In the event the Treasurer is unable to complete the term of office, the books would be submitted to the Audit Committee for review.

**Section E.**

The immediate former President shall serve in an advisory capacity.

**Section F.**

The Member-at-Large shall serve as representative/voice for the membership and shall perform such duties as may be assigned by the President and/or Executive Committee. The Member-at-Large will be responsible for coordinating with the Webmaster for the S.C. Association of Counties to ensure that the South Carolina Clerks to Council Association website is updated and maintained in an orderly and expedient manner.

**ARTICLE VII – FINANCES****Section A.**

The fiscal year of this Association shall be July 1 through June 30.

**Section B.**

Dues shall be payable to the Treasurer no later than August of each year. The Treasurer shall inform any member whose dues are delinquent. Dues for this association shall be Fifty (\$50) Dollars for each active voting member, beginning July 2000. A member whose dues are not current reverts to a non-voting status and cannot serve on a committee, as a chairman of a committee or as an officer.

Any member who retires, resigns, or otherwise leaves the position of Clerk to Council may continue their affiliation with the Clerks to Council Association as an ex-officio, non-voting member.

Annual Conference registration fees (February meeting) shall be Seventy-Five (\$75.00) per member.

**Section C.**

Payment of any expenses will be made only upon presentation of proof of purchase.

**Section D.**

This Association shall not be responsible for any debts unless previously authorized by the Association or the Executive Committee.

**Section E.**

No part of the Association's net earnings shall inure to the profit of any of its directors or officers, nor to any "person" as defined in Section 7701(a)(1) of the Internal Revenue Code of 1986.

If the Association ceases to exist for any reason, any assets remaining after payment of all of the Association's liabilities shall be distributed as directed by the Executive Board to the governing bodies of the South Carolina's counties, the State of South Carolina, or an entity whose income is excludable from gross income under Section 115 of the Internal Revenue Code of 1986.

***Amendment Explanation:*** SCAC states that the IRS has traditionally held that the finances of a charitable organization must be used exclusively for the exempt purposes of the organization. This requirement includes the distribution of assets for an exempt purpose upon dissolution of the organization. SCAC recommends that language be added to the article on Finances to address asset distribution.

## **ARTICLE VIII – MEETINGS**

**Section A.**

Meetings of this Association, in addition to the meeting held at the annual conference of the South Carolina Association of Counties and a meeting during the month of February at a time and place to be determined, shall be held within the state at a time and place to be decided upon each year by the executive committee. Notice of time and place of all meetings shall be sent to all members by the Secretary not less than one month prior to the date of such meeting.

**Section B.**

The order of business at the annual meeting of this association shall be as follows, subject to suspension by a majority vote of the active members present and voting:

- 1. Call to Order**
- 2. Invocation**
- 3. Pledge of Allegiance**

4. **Approval of Minutes**
5. **Presentation and Approval of Treasurer's Report**
6. **Reports of Officers, Boards and Standing Committees**
7. **Reports of Special Committees (if any)**
8. **Unfinished Business**
9. **New Business**
10. **Announcements**
11. **Adjournment**

#### **ARTICLE IX – EXECUTIVE BOARD**

The Executive Board shall consist of the Executive Committee and all committee Chairs or Co-Chairs. The Board shall be authorized to conduct business that arises between regular meetings. The Executive Board shall determine appropriate funds to be made available to committees for programs/activities that will be presented at the meetings of the Association.

#### **ARTICLE X – EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, the immediate former President in active service, and one member who shall be elected at large. This Committee shall be authorized to conduct any urgent business, which arises between regular meetings.

#### **ARTICLE XI – STANDING COMMITTEES**

All committees shall be appointed by the President and she shall appoint a Chair or Co-Chairs for each committee. The Standing Committees of this Association shall be:

**Audit Committee**  
**Bylaws and Clerk Manual Committee**  
**Certification Committee**  
**Nominating Committee**  
**Membership and Mentoring Committee**  
**Social Committee**  
**Sunshine and Reunion Committee**

#### **ARTICLE XII – AMENDMENTS**

The Bylaws may be amended at any meeting of the Association by a majority of the active members present, provided such proposed amendment shall first have been presented in writing or forwarded via email or other electronic notification to the active membership ten (10) days in advance of the date of the meeting. Amendments shall become effective immediately upon their adoption unless otherwise stated. Amendments to the Bylaws shall be printed immediately and an amended version of the Bylaws made available to the membership.

### **ARTICLE XIII – PARLIAMENTARY AUTHORITY**

**“ROBERTS RULES OF ORDER/NEWLY REVISED”** shall be the Association’s final authority on all questions of procedure and parliamentary law not covered by the Bylaws.

ADOPTED:	FEBRUARY 17, 1979
AMENDED:	FEBRUARY 20, 1980
AMENDED:	AUGUST 16, 1984
AMENDED:	JULY 24, 1990
AMENDED:	FEBRUARY 21, 1999
REVISED:	JULY 27, 2001
AMENDED:	FEBRUARY 14, 2004
AMENDED:	FEBRUARY 8, 2014
AMENDED:	FEBRUARY 8, 2020
AMENDED:	FEBRUARY 5, 2022
AMENDED:	MARCH 15, 2023