

**BY-LAWS
of the
HILTON HEAD ISLAND BAR ASSOCIATION**

**ARTICLE I
Authority**

Section 1 - Name of Organization

The name of the organization shall be the Hilton Head Island Bar Association.

Section 2 - Registered Office

The Registered Office of the organization shall be in Hilton Head Island, South Carolina at such location as determined by the Executive Committee.

Section 3 - Executive Committee

The Executive Committee shall have and exercise all powers that may be exercised by a nonprofit corporation under its Articles of Incorporation, under pertinent statutes of the State of South Carolina relating to such organizations and as conferred under these By-Laws.

Section 4 - Fiscal Year

The organization's fiscal year will begin on January 1 and end on December 31.

**ARTICLE II
Purpose of Organization**

Section 1 - Purposes

The purposes of the organization shall be as follows:

- A. To promote social intercourse among its members;
- B. To provide programs and services which promote members' professional growth; and
- C. To promote competence, ethical conduct and professionalism.

Section 2 - Modus Operandi

The organization shall seek to gather resources as may be necessary to fulfil the aims of Section 1 above. The organization shall perform all things reasonably necessary for the accomplishment of the above purposes, which are not in conflict with the laws of the United States or the State of South Carolina, or the South Carolina Rules of Professional Conduct.

ARTICLE III **Membership**

Section 1 - Membership

There shall be two classes of membership in the Association - active and honorary - and they shall be open to all who apply and are qualified.

Section 2 - Active Membership

Active Membership is open to any person who is a resident of or practicing law in Beaufort County, South Carolina, who is a member in good standing of, and licensed to practice law in, any state or the District of Columbia or any person who, now professionally inactive, previously held such a license and withdrew in good standing.

Section 3 - Honorary Membership

Honorary Membership is open to any current or retired member of the judiciary of any court of record, or any administrative tribunal of a similar nature.

ARTICLE IV **Executive Committee/Officers**

Section 1 - Composition

The organization shall have an Executive Committee constituted of not less than five (5) members including three officers: a President, a Secretary/Treasurer, and a Program Chairman, and two at-large members.

Section 2 - Term of Office

Members of the Executive Committee shall be elected by the Active Members at the Association's annual meeting to serve a term of one year or until their successors are elected.

Section 3 - Control Vested in the Executive Committee

The control and management of affairs, funds, assets, and other property of the organization shall be vested in the Executive Committee.

Section 4 - Duties of Officers

A. The President shall preside at all meetings of the Association and at all Executive Committee meetings. The President shall serve as official spokesperson for the Association. The President may appoint from time to time suitable committees to investigate or discharge any functions assigned by the Executive Committee. Such committees shall report to the Executive Committee when and as directed.

B. The Secretary/Treasurer (or his/her designee) shall issue notices for all meetings of the Association and the Executive Committee, prepare minutes of all meetings, maintain the organization's official records, shall have charge and custody of and be responsible for all funds of the organization, receive and give receipts for money payable to the organization, deposit all such monies in the name of the organization, and see to the proper administration and accounting of all funds and distributions in accordance with this document and all applicable federal and state laws. The Secretary/Treasurer shall serve as President in the absence or disability of the President.

C. The Program Chairman (or his/her designee) shall plan, manage, and oversee the programs and services of the Association approved by the Executive Committee and provided to the membership including its continuing legal education programs and social activities.

Section 5 - Succession

In the event of the death or resignation of any member of the Executive Committee before the expiration of his/her term of office, the Executive Committee shall elect a successor who shall serve the remaining portion of the unexpired term.

ARTICLE V **Meetings**

Section 1 - Annual Meeting

The Annual Meeting of the Association shall be held on the third Wednesday in November of each year on the date and at the place and time designated by the President.

The election of officers/members of the Executive Committee to fill expired terms and the election of officers shall take place at the annual meeting.

Section 2 - Other Meetings of the Association

Meetings of the Association, other than the Annual Meeting, shall be announced by the President on such dates and at such places and times designated by the Executive Committee.

Section 3 - Executive Meeting Schedule

The Executive Committee shall meet at least quarterly, or at the call of the President, or at the call of any two members of the Executive Committee.

Section 4 - Notice

Notice of all meetings of the Association (including the Annual Meeting) and the Executive Committee shall be distributed by mail, e-mail, or facsimile not less than five (5) days prior to each meeting.

Section 5 - Voting

Only Active members of the Association whose dues are paid in full are entitled to vote.

Section 6 - Quorum

A. A quorum of the Association shall consist of a simple majority of all members present, in person or by proxy, at any meeting of the Association.

B. A quorum of the Executive Committee shall consist of a simple majority of the voting members of the Executive Committee. Attendance by members of the Executive Committee shall be in person or by teleconference or similar conferencing technology approved by the Executive Committee.

C. Proxies must be in writing, signed and dated by the member granting the proxy, given to an Active member in good standing, and delivered to the Secretary/Treasurer at least two (2) business days prior to the meeting at which the proxy is to be voted.

ARTICLE VI

Dues

The annual dues for all classes of Membership of the organization shall be such amount as determined by the Executive Committee and announced with the Notice of the Annual Meeting for the Annual Meeting held immediately prior to the year for which the amount of dues is being established, or if no amount is determined, One Hundred Dollars (\$100) per year. Dues shall be payable annually, in advance.

ARTICLE VII

Parliamentary Authority

Section 1 - Rules

The rules contained in the latest addition of Robert's Rules of Order shall govern the deliberations of the Annual Meeting in all cases to which they are applicable and in which they do not conflict with the provision of these By-Laws or with State or Federal law. The Rules may be relaxed or waived altogether for a specific meeting by a two-thirds vote of Active members of those physically present at such meeting.

Section 2 - Motions

All matters requiring decisions by the Association shall be presented in the form of a motion. Such motions, when seconded, will be voted upon. Association approval requires a favorable vote by a majority of the members of the Association present and voting, a quorum (as defined in Article V, Section 6) being present. The minutes will reflect the name of the member making the motion, the name of the member seconding, and the result of the vote. Voice vote will normally be used except in matters relating to election of officers/members of the Executive Committee or as the President may otherwise decide.

Section 3 - Minutes

Minutes, which reflect the events of each meeting, will be prepared by or under the direction of the Secretary. A permanent file will be maintained of the minutes of each meeting of the Association.

Section 4 - Final Authority

The Executive Committee is the final authority on interpretation of parliamentary authority, by majority vote.

ARTICLE VIII
Amendments

Amendments to these Articles may be made at any regular business meeting of the Association, by a two-thirds vote of the members present, provided that notice of the proposed amendment, and a copy of same, shall have been mailed or electronically transmitted to each member at least five (5) days before such meeting.

In Witness whereof, these By-Laws of the Hilton Head Island Bar Association are hereby adopted this ____ day of _____, 2012 by a two-thirds vote of the Active members of the Association.

By:

Its President

Attest:

Its Secretary/Treasurer