

Bylaws of Berkeley County Bar Association, Inc.

ARTICLE ONE. OFFICES

The mailing address of the corporation shall be a location designated by the Association.

ARTICLE TWO. MEMBERS

A. Anyone who is licensed to practice law in the State of South Carolina and is a member in good standing of the South Carolina Bar Association and practices law in Berkeley County is eligible for membership in the association.

B. Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

C. Termination of Membership. The board of directors, by affirmative vote of the majority of all of the members of the board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed below in these bylaws.

D. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

ARTICLE THREE. MEETINGS OF MEMBERS

A. Annual Meeting. An annual meeting of the members shall be held at the place designated by notice of the President on the third Thursday in the month of September in each year, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in South Carolina such meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated in these bylaws for any annual meeting, or at any adjournment of the same, the board of directors shall cause the election to be held at a special meeting of the members as soon as is convenient.

B. Special Meetings. Special meetings of the members may be called by the president, the board of directors, or not less than one-fifth of the members having voting rights, at a place designated by the board of directors. If no designation is made, the place of meeting shall be the principal office of the corporation, but if all of the

members shall meet at any time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

C. Quarterly meetings of the association shall be on the third Thursday of March, June, September and December at a time and place to be designated by notice of the President.

D. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally, US mail or e-mail, to each member entitled to vote at such meeting, not less than 5 days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to 'the member at his or her address as it appears on the records of the corporation, with postage prepaid. In the case of regularly scheduled meetings, if an annual calendar is established by the board of directors, no additional notice will be required.

E. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter.

F. Quorum. Except as provided otherwise in these bylaws, members holding a simple majority of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

ARTICLE FOUR

Qualifications for office – Any licensed attorney who is a member of the Berkeley County Bar Association is eligible to hold office.

ARTICLE FIVE. BOARD OF DIRECTORS

A. Number, Tenure, and Qualifications. The number of directors shall be seven which includes its President, Vice-President, and Secretary-Treasurer. Directors shall be elected at the annual meeting of members, with four non-officer Directors having terms of two years. Two of these elected at the September, 2009 annual meeting shall be for a one year term and the other two shall be for a two year term. Thereafter each non-officer director shall be elected to two year terms resulting in staggered terms.

- B. Regular Meetings. A regular meeting of the board of directors shall be held without any other notice than these bylaws immediately before, and at the same place as, the annual meeting of members. The board of directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.
- C. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or by at least three (3) directors, and shall be held at such place as the directors may determine.
- D. Notice. Notice of any special meeting of the board of directors shall be given at least five (5) days prior to the meeting by written notice delivered personally or sent by mail, or e-mail to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.
- E. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
- F. Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.
- H. Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.
- I. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board. Nothing in these bylaws contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such service.

ARTICLE SIX. OFFICERS

A. Officers. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Secretary and Treasurer may be combined as one office.

B. Election and Term of Office. The officers of the corporation shall be elected annually by the Membership at the regular annual meeting.. If the election of officers is not held at such meeting, such election shall be held as soon as is convenient. Each officer shall hold office until his or her successor has been duly elected and qualifies.

C. Removal. Any officer elected may be removed by the Membership whenever in its judgment the best interests of the Association would be served by such removal.

D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

E. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the board of directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

ARTICLE SEVEN. COMMITTEES

A. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors or members.

ARTICLE EIGHT. CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

A. Contracts. The board of directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances. The Board shall not make any commitment or expenditure of funds exceeding \$5,000.00 without prior approval of the Membership.

B. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall

be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

C. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the board of directors may select.

D. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE NINE. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, committees having and exercising any of the authority of the board of directors, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE TEN. FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE ELEVEN. DUES

A. Annual Dues. The board of directors shall determine from time to time the amount of annual dues payable to the corporation by members. The board may waive fees for good cause.

B. Payment of Dues. Dues shall be payable in advance on the first day of January *in* each year.

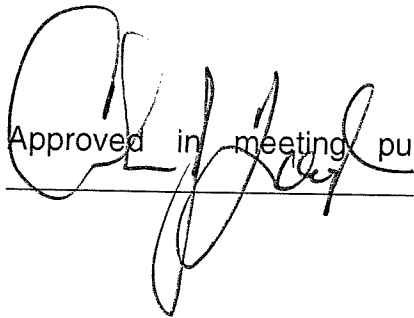
C. Default and Termination of Membership. When any member is in default in the payment of dues for a period of six months from the beginning of the period for which such dues became payable, his or her membership may then be terminated by the board of directors as provided above.

ARTICLE TWELVE. SEAL

The board of directors may provide a corporate seal as the Board deems necessary.

ARTICLE THIRTEEN. AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by affirmative vote of two thirds of members present at any regular meeting or at any special meeting, if at least sixty days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

 Approved in meeting pursuant to notice this 13th day of August, 2009.
_____, Secretary/Treasurer.