



# COASTAL CAROLINA UNIVERSITY

*Office of Institutional Research and Assessment*

August 23, 1995

To: Mr. Jack Bryan ✓      Mr. Tom Legge      Ms. Lucia Polson  
Mr. Roger Deaton      Ms. Debbie Maxson      Mr. Bob Rogers  
Ms. Cynthia Freeman      Ms. Amy McCabe      Hon. Sandi Santaniello  
Ms. Joyce Grimes      Mr. Richard Nadeau      Hon. Ballery Skipper  
Hon. H.D. Johnson      Mr. Tom Nelson      Ms. Sherron Skipper  
Ms. Susan King

From: Lindy Smith *LS*

Re: South Carolina Public Records Association

Enclosed are copies of the minutes from the June 26, 1995 organizational meeting of the South Carolina Public Records Association, a first draft of the organization's by-laws, and a draft copy of the articles of incorporation. Coastal's attorney has reviewed the by-laws and the articles of incorporation and made a few suggestions on the wording of the by-laws, which I have taken the liberty to include in the first draft. Please review these documents as we will be discussing them, as well as electing officers, at our next meeting.

The next meeting will be held on Wednesday, September 6, 1995 at 10:00 a.m. in the training room of the South Carolina Department of Archives & History, 1919 Blanding Street, in Columbia. I look forward to seeing you there.

MEETING MINUTES OF THE  
SOUTH CAROLINA PUBLIC RECORDS ASSOCIATION

JUNE 26, 1995

The meeting began at 10:10 a.m. in the training room of the State Records Center building, 1919 Blanding Street, Columbia, South Carolina. Attendees at the meeting included Mr. Jack Bryan, SC Office of the Attorney General; Ms. Cynthia Freeman, SC Department of Transportation; Hon. H. Don Johnson, Sumter County RMC; Ms. Deborah Maxson, Pickens County Schools; Ms. Ann L. Rinker, SC Department of Parks Recreation and Tourism; Mr. Bob Rogers, Aiken County Records Management; Ms. Lindy Smith, Coastal Carolina University; and, Mr. Thomas F. Legge, SC Department of Archives and History. An agenda and copies of the Georgia Records Association (GRA) Articles of Incorporation, and GRA By Laws were provided for reference and discussion.

Discussion opened on the first agenda item, the name of the organization. The organization will be concerned with the training and education of records and information managers who have responsibility for public records, so the name proposed and accepted without a negative vote was The South Carolina Public Records Association (SCPRA).

Discussion moved to the second agenda item, articles of incorporation. The GRA Articles were used as a model. Adjustments in wording were made to reflect the needs of the SCPRA. Those present decided to appoint themselves to the governing board to start the association, and to have names required for filing the Articles of Incorporation. During the discussion a question was raised about legal requirements of the wording of the document and the filing requirements. Lindy Smith volunteered to present the draft to an attorney who teaches at Coastal Carolina for his free legal advice. Further discussion on the Articles of Incorporation will be held at the next organizational meeting after the document is reviewed by the attorney and sent out for review by attendees.

Someone pointed out the need to delay election of officers until the by-laws are approved. The By Laws included the organizational structure with the required offices. Agenda Item number four was moved up to item three, and discussion proceeded on the By Laws. As a result of reviewing the GRA By Laws and making the necessary adjustments for the SCPRA it was decided unanimously to present the draft to the same attorney at Coastal Carolina University for legal opinion review of the content.

The next meeting will be on Wednesday, September 6, 1995 in the training room of 1919 Blanding Street.

Respectfully submitted by

Thomas F. Legge

**BY LAWS OF**  
**SOUTH CAROLINA PUBLIC RECORDS ASSOCIATION**

**ARTICLE ONE**

The affairs of the Corporation shall be managed and administered by a board of directors ("the directors") which shall be composed of nine members with at least: 1 member from the staff of the South Carolina Department of Archives & History, 4 members from local government (with preference but not limited to 1 from county government, 1 from city government and 1 from a school system), and 4 members from state agencies (with preference but not limited to 1 member from each branch, ie, executive, judicial, and legislative). Each director will serve for a staggered three year term, but may resign his appointment at any time and may be removed, with or without cause, by a three-quarters vote of the entire board of directors. Upon the death, removal, resignation or incapacity of any member of the directors, a majority of the remaining directors shall elect his successor to serve until the next annual meeting. A director shall be considered incapacitated if for any reason he shall be unable to carry on the duties of his office and the remaining directors shall have declared him incapable of service by three-quarters vote of the entire board of directors. The members shall elect the directors each year at the annual meeting.

The directors shall meet annually during the annual State Records Conference at a place, time, and date which shall be fixed by the directors and shall hold such other meetings as may be necessary from time to time upon call of the President, who shall specify the place, time, and date of the meeting.

Meetings shall be conducted pursuant to the latest edition of Robert's Rules of Order.

**ARTICLE TWO**

The officers of the corporation shall consist of a President, a Secretary, a Treasurer, a Vice President, and such other officers as may be elected by the directors. Only directors shall serve as officers of the corporation. Any two offices may be held by the same person, except the office of the President and Secretary.

The President shall preside at all meetings of the directors and shall be the chief executive officer of the corporation. In the absence of the President, the Vice President shall perform the duties of the President. The President shall serve not more than two successive terms.

The Vice President shall be in charge of recruiting and maintaining membership in the Corporation and shall assist with administering the annual State Records Conference.

The Secretary shall be the custodian of the Corporation's records, including the minute books of the Corporation, and shall accurately keep minutes of meetings of the directors.

The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the Corporation.

The officers shall be elected at the annual meeting of the directors.

### **ARTICLE THREE**

Persons involved in information and records management may become members of this Corporation by paying dues, as set by the Directors at the Annual Meeting. Members may serve on the Board of Directors and may be elected as an officer of the Corporation.

### **ARTICLE FOUR**

Any sale or transfer of any stock, bond, security or any other property standing in the name of the Corporation, shall be valid only if approved by the directors and signed by the President and the Treasurer. Any transfer signed in this manner shall in all respects bind the Corporation as fully and completely as if each transaction had been signed by all of the directors, and any person, firm, or corporation to whom a copy of this Article Four shall have been certified by the Secretary shall be entitled to rely thereon until notified of its repeal.

### **ARTICLE FIVE**

The Treasurer shall at all times maintain records evidencing the property owned by the Corporation and its disbursements, and present the same to the annual meeting of the directors, provided, however, that the records shall be open for inspection by any member.

**ARTICLE SIX**

A quorum for the transaction of any business shall be a majority of the directors then in office.

**ARTICLE SEVEN**

The directors shall serve without compensation.

**ARTICLE EIGHT**

The directors shall have the power to alter, amend, or repeal the bylaws or adopt new bylaws, provided that the bylaws at no time shall contain any provision inconsistent with law or the Article of Incorporation.

Attest

By

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Secretary

\_\_\_\_\_  
President

\_\_\_\_\_  
Treasurer

SOUTH CAROLINA RECORDS AND INFORMATION MANAGEMENT ASSOCIATION

AGENDA

STATE RECORDS CENTER BUILDING  
COLUMBIA, SC  
10:00 AM  
JUNE 26, 1995

- I. ORGANIZATION'S NAME
- II. ARTICLES OF INCORPORATION
- III. ELECTION OF OFFICERS
- IV. BY LAWS
- V. FILING OF ARTICLES PLAN
- VI. GRA LOAN
- VII. ADJOURNMENT