

## **South Carolina Public Records Association Constitution and By-Laws**

### Article I Name

The name of this organization shall be the South Carolina Public Records Association.

### Article II Mission and Goals

The mission of this non-profit organization is to provide a network of people for the advancement and improvement of records and information management in the public sector.

The goals of this organization are:

1. To increase the awareness of the ethical aspects of records and information management.
2. To establish sound principals of records management and to encourage effective records management practices.
3. To provide educational and training activities in the creation, use, disposal, management, preservation and conservation of records.
4. To provide a forum for public records managers to exchange ideas and information.
5. To disseminate information appropriate to the advancement of records and information management.
6. To assist public records managers with solutions to problems, concerns and technological advances.
7. To encourage active participation in legislative processes which impact on public records managers.

Article III  
Composition and Membership

Persons employed in or retired from public information and records management may become members of this Association by paying dues as set by the Directors.

Article IV  
Finances

Section 1.

The fiscal year of the Association shall begin January 1 and end on December 31 of the calendar year.

Section 2.

Each member shall be required to pay annual dues in an amount to be specified by the Board in order to remain in good standing.

1. Dues not paid by February 1 are delinquent and membership is automatically revoked.
2. Revoked membership may be reinstated by full payment of annual dues.
3. New members joining before October 1 shall be required to pay full annual dues for the current year.
4. New members joining on or after October 1 will pay dues for the forthcoming year, but are not eligible to register for the annual conference at the member rate.

Section 3.

The Association may solicit grants, donations, and other contributions from organizations, institutions, and individuals who wish to promote the goals of the Association.

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Section 4.

Any sale or transfer of any stock, bond, security or any other property in the name of the Association shall be valid only if approved by a majority of the Directors and signed by the President and Treasurer.

Article V  
Organization

Section 1.

The affairs of the association shall be managed and administered by a Board of Directors ("the Directors") which shall be composed of nine members with representatives from the SCDAH, Local Government, Law Enforcement and State Agencies, Schools and Colleges and Universities.

Section 2.

The Offices of the Association shall consist of a President, a Vice President, a Secretary/Historian, a Treasurer, and such other offices as may be created by the membership. Any two offices may be held by the same person, except the office of the President and Secretary. Any officer may serve multiple terms in the same office.

- A. The President shall preside at all meetings of the Directors and shall be the chief executive officer of the Association. The outgoing president shall preside at the election of the new president.
- B. The Vice President shall be in charge of recruiting and maintaining membership in the Association and shall be designated as Officer-In-Charge for implementing the plans of the Board for the annual Association conference and business meeting. In the absence of the President, the Vice President shall perform the duties of the President.
- C. The Secretary/Historian shall be the custodian of the Association's records, including the minutes books, and shall accurately record and maintain minutes of meetings of the Directors. The Secretary shall also serve as Association Historian.

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- D. The Treasurer is the chief financial officer and custodian of funds and any other financial assets. The Treasurer shall receive and disburse all funds of the Association in accordance with rules and procedures as specified by the Directors. The Treasurer shall maintain appropriate records, provide financial reports, obtain appropriate insurance or surety coverage, and be in charge of all financial matters for the Association.

### Section 3.

Terms of office for all Directors shall be for two years commencing by December 15th annually at the first December meeting following their election to the Board of Directors and ending after the November meeting two years thereafter. Board members may serve multiple terms. Board members may also serve multiple terms in the same Office. The Directors shall establish rules and procedures to provide for the annual election of directors by a majority of the members voting at the annual business meeting.

The Officers shall be elected by December 15th annually at the first December meeting of the newly elected Board. Officers shall take office immediately upon election and serve until the election of officers the following December.

### Section 4.

A Nominating Committee and its chairperson shall be appointed by the Board no later than August 1st of each year. The committee shall be comprised of no more than four persons. One of whom may be a director ending their term. The Board qualifications are as follows: 1. A member in good standing, 2. Have attended at least one Association function in the past year and 3. Shall be a Current or Past Region Officer or Board Member. The committee shall recommend one nominee for each director position and shall submit its written nominations to the Board no later than the September Board Meeting. The resumes of nominees shall be included in the annual meeting materials provided attending members.

### Section 5.

Upon the death, resignation, or incapacity of any Director, the President will appoint an eligible member in good standing as the replacement to serve in the vacancy for its unexpired term. Such appointment must be confirmed by a majority vote of the Board, except that a vacancy in the office of the President shall be filled by succession of the Vice President. A Director shall be considered incapacitated if for any reason he shall be unable to carry on the duties of his position and the remaining Directors have declared him incapable by three-quarters vote of the entire Board.

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Section 6.

The Directors shall serve without compensation.

Article VI  
Appointments

The President, with the concurrence of the Board, may appoint chairpersons of commissions, committees, and task forces as may be necessary to carry out the goals of the Association. The President may appoint any Association member to such bodies.

Article VII  
Meetings and Conduct of Business

Section 1.

The Board of Directors will meet in December to elect new officers and to determine the months for at least six planned meetings for the forthcoming year. The months selected for the meeting will be publicized on the SCPRA website. By majority vote, the Board may meet on special called meetings as the situation warrants.

Section 2.

A quorum to conduct business shall consist of a majority of the members of the Board.

Section 3.

Official business, including voting, may be transacted by mail, fax, or similar transmission only for extenuating circumstances. Board meetings may be conducted by videoconferencing or similar technology.

Section 4.

The rules contained in Robert's Rules of Order, as revised, shall govern all cases where they do no conflict with the by-laws.

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Article VIII  
Education Activities

Section 1.

The Association shall develop, sponsor, and hold seminars on records and information management, general administration, and other subjects related to the public records management. Such seminars shall be held throughout the state in order to serve the best interests of the membership.

Article IX  
Awards

Section 1.

All regular members are eligible for nomination for the Member of the Year Award, unless they are serving as a current member of the Board of Directors. All regular members, both board members and non-board members alike, shall be eligible for nomination for the Lifetime Achievement Award, the Lindy Smith Distinguished Service Award, and the Bob Rogers Innovation Award.

Article X  
Amendments

Section 1.

The Directors shall have the power by three-quarters vote to alter, amend, or repeal the by-laws or adopt new by-laws, provided that the by-laws at no time shall contain any provision inconsistent with law or the Articles of Incorporation. Such changes to the by-laws will be presented to the general membership at the annual meeting. All such amendments may be altered, amended, or repealed by a majority of the members voting at the business meeting at the annual conference.

Section 2.

The by-laws may be amended by the members through submission of a petition signed by at least twenty percent of the members in good standing, such petition to be submitted to all members in good standing for ratification. Affirmation by two-thirds of the members is required for adoption of the proposed amendment.

Adopted *October 25, 2013* at Columbia, South Carolina.

Attest:

*Andrew Bigony*

President

October 25, 2013

Date

*Jessica N. Clarkson*

Secretary

October 25, 2013

Date

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