



BYLAWS FOR
PALMETTO ARCHIVES, LIBRARIES, & MUSEUMS COUNCIL ON PRESERVATION
PALMCOP

Article I. NAME

The name of the organization shall be “Palmetto Archives, Libraries & Museums Council on Preservation” hereinafter called PALMCOP.

Article II. PURPOSE

PALMCOP organizes and sponsors a broad variety of educational opportunities for its membership. These programs and services are made available at modest cost. Services include an annual meeting on relevant conservation or preservation topics, workshops on preservation practices, access to environmental monitoring equipment, membership communications including a web site and blog.

Article III. MEMBERSHIP

Membership is open to both institutions and individuals. Membership is open to individuals who are employees or volunteers of public or private institutions or organizations in South Carolina, and which support or operate a library, historical society, archives, records center, museum, gallery, or similar facility reasonably open and available to the public. Membership is also open to individuals from institutions or organizations outside South Carolina and to individuals and students involved in preservation activities in South Carolina.

Section 1. Each institutional member shall designate a member of its staff to attend PALMCOP meetings and to vote and serve as a liaison between the institution and PALMCOP. A member who has membership through his organization is not entitled to an

individual vote. Membership shall also be extended to individuals involved in preservation. Each individual member shall have a vote.

Section 2. Annual dues shall be recommended by the Board of Directors for the different classes of membership and shall be established by a majority of the members attending the annual meeting. The membership year for PALMCOP shall be the calendar year (January 1 – December 31). An active member is one who has paid all dues to PALMCOP.

Article IV. OFFICERS

Section 1. Officers

The officers of the organization shall be the Chair, Vice Chair /Chair Elect, Secretary, and Treasurer.

Section 2. Elections

The past Chair shall be the chair of the Nominating Committee. The chair of the Nominating Committee shall appoint two members to nominate a slate of officers for the Board of Directors. The slate of officers for the Board of Directors shall consist of the Chair, Vice Chair/Chair Elect, Secretary, Treasurer and Regional Representatives whose terms are expiring at the end of the calendar year. The Nominating Committee shall encourage nominations of candidates from the membership.

This committee shall offer a slate of nominees who shall be presented to the membership in writing at least thirty (30) days prior to the annual meeting. This slate of nominees shall be members reflecting the variety of regional institutions within South Carolina.

The Vice Chair shall serve as the Chair Elect. Nominations by any member shall be received at the time of the annual meeting. Officers are elected upon receiving a simple majority of votes cast. Officers shall serve from January 1 through December 31 of the immediately succeeding year. Officers shall serve only two terms in office, and shall not hold more than three offices in uninterrupted succession. The Board of Directors shall fill vacancies of officers on the Board. The filling of an unexpired term shall not preclude a person from being elected to fill the office so held for a full term. After the election is complete, all records from the previous officers shall be transferred to the new officers by January of the New Year.

Section 3. Duties of the Chair

- A.** Call regular and special meetings and call for votes.
- B.** Preside over regular, special, and annual meetings.
- C.** Serve, unless special delegates are selected, as the chief representative of the council to other bodies and to the community at large.
- D.** Make and execute contracts or other legal documents when authorized by the Board of Directors.
- E.** Present the annual report of the Board of Directors at the annual meeting.

Section 4. Duties of the Vice Chair/Chair Elect

- A.** In the absence of the Chair, or in the event of his or her inability or refusal to serve, or if the office is vacant; the Vice Chair shall automatically succeed to the office of Chair.
- B.** Preside over regular, special, and annual meetings.
- C.** Plan and assist with annual meeting preparations.

Section 5. Duties of the Secretary

- A.** Maintain a current copy of the Bylaws.
- B.** Prepare a summary report for the Chair's annual report.
- C.** Keep minutes of all meetings.
- D.** Keep attendance records at all regular and special meetings. Notify the Board of any members that have missed more than fifty (50) percent of the regular meetings.
- E.** Exhibit at any reasonable time, to the officers and the Board of Directors as requested or needed the records of PALMCOP.

Section 6. Duties of the Treasurer

- A. Keep and maintain adequate and correct accounts of business transactions and make available to the officers and membership as requested or needed.
- B. Maintain current membership list.
- C. Prepare an annual financial report for the Chair's annual report.
- D. Render to officers and membership at meetings and whenever requested an account of any and all transactions of PALMCOP and of the financial condition of PALMCOP.
- E. Exhibit at any reasonable time, to the officers and the Board of Directors as requested or needed the records of PALMCOP. Any member may submit a written request for review of specific records to the Chair. This request shall be subject to Board approval.

Section 7. Duties of the Regional Representatives

- A. Verify that all members within the district have paid dues; verify the contact information for the individual or organizational members.
- B. Assist with planning workshops within each region.
- C. Recruit new members from each region.
- D. Serve on at least one committee.
- E. Promote PALMCOP and its activities.

Section 8. Board of Directors

- A. The Board of Directors shall consist of the officers and six Regional Representatives. All Board members shall serve two-year terms. The Board may fill unexpired terms as necessary. Six of the Directors will be chosen from the membership, one from each of the state's six regions. South Carolina's Regional Districts are:

1. Berkeley, Charleston, Dorchester, Beaufort, Jasper
2. Calhoun, Sumter, Lexington, Richland
3. Abbeville, Anderson, Greenwood, Oconee, Pickens
4. Greenville, Spartanburg, Laurens, Newberry
5. Cherokee, Chester, Fairfield, Kershaw, Lancaster, Union, York
6. Bamberg, Colleton, Orangeburg, Allendale, Barnwell, Hampton
7. Aiken, Saluda, Edgefield, McCormick
8. Horry, Clarendon, Williamsburg, Georgetown
9. Chesterfield, Darlington, Lee, Florence, Marlboro, Dillon, Marion

B. The Chair shall call Board meetings. Board meetings shall be held no less than once per quarter and no more than eleven per year. The first board meeting shall be held by January 31st of each year. Special meetings may be called as needed by the Chair or by a majority of the Directors. Other individuals may attend by invitation of the Board or upon request. At Board Meetings, the chairs of the Standing Committees have no vote and must leave if the Board goes into executive session. Notice of regular and special meetings must be given at least ten days before the meeting by the Chair or by the Board. If a director misses fifty (50) percent of the regular board meetings in one year, the Board may act to remove the director.

C. The presence of more than one-half (1/2) of the members of the Board as determined by a call of the roll shall constitute a quorum for the transaction of business. The Board at any meeting at which a quorum, as herein defined, is not present shall consider no business.

- D.** Meetings of the Board shall be presided over by the Chair or, in his or her absence, the Vice Chair or, in his or her absence, the Secretary or, in his or her absence the Treasurer.
- E.** Each Board member shall have one vote. There shall be no voting by proxy. Each act or decision done or made by simple majority of the Board members present and voting at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.
- F.** The Board of Directors shall oversee the financial review and administration of PALMCOP, appoint chairs of Standing and Ad Hoc Committees, appoint a Parliamentarian for all meetings, call special meetings as needed, fill vacancies of officers on the Board or chairs of Standing or Ad Hoc Committees, and attend fifty (50) percent of regular Board meetings.
- G.** The Board shall be authorized to meet by telephone conference or through other electronic communications media as long as all members can simultaneously hear each other and participate during the meeting. Participation electronically shall be equivalent to presences in person at the meeting for purposes of determining if a quorum is present. Electronic meetings of the Board shall be subject to the following:
1. A majority of the Board members shall have access to the appropriate electronic meeting media, as verified by their response to a call for any particular meeting.
 2. The technology used for the electronic meetings shall allow the members full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting.
- H.** The Board may vote electronically provided Board members receive prior notice of the vote and all voting Board members are canvassed simultaneously. An affirmative vote of a simple majority of the voting Board members shall be required to pass a motion. On each electronic vote, each voting Board member shall have the option of voting for or against the motion, to abstain, or to hold for discussion at the next regularly scheduled

meeting. Actions shall be confirmed at the next regular meeting of the Board.

Section 9. Committees

Committees shall be appointed as needed for carrying out the work of the organization. Chairs of Standing Committees shall serve as advisors to the Board of Directors and their attendance at Board meetings is permitted at the request of the Board. At Board meetings the chairs of the standing committees have no vote. The committees created shall have such powers and duties as are provided by these Bylaws and such as may be given to them by the Board or the membership. The Board shall fill vacancy of chairs of any Standing or Ad Hoc Committees.

1. Standing Committees

The Board shall select each Standing Committee chair. Each committee chair or the Board selects at least three members who shall serve a two-year period from among PALMCOP members and the Board approves those members by simple majority. The Standing Committees shall include, but not be limited to the following:

Information Committee: This committee identifies topics of interest to the membership and is responsible for the blog, brochures, website and all other PALMCOP publications. This committee also announces workshops, annual meetings, and notes any new publications.

Education Committee: This committee plans workshops on a variety of preservation issues for the membership.

Ad Hoc Committees: Ad Hoc Committees may be appointed by the Board for a period not to exceed the term of the present Chair. Ad Hoc Committees such as financial review and membership are appointed to conduct special projects and prepare reports for the Board of Directors.

Article V. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern PALMCOP in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order PALMCOP may adopt.

Article VI. AMENDMENT OF BYLAWS

Proposals to amend the bylaws must be submitted in writing to the membership thirty (30) days prior to the annual meeting of the organization. Notice will be sent to the membership that an amendment has been proposed and will be discussed and voted on at the annual meeting. A two-thirds (2/3) vote of the membership is necessary for an amendment to be adopted.

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