

**Constitution & By-Laws  
Of  
Carolinas Surety Association  
A non-profit organization**

**Article I**

Name

Section 1 – The name of this Association shall be Carolinas Surety Association.

**Article II**

Purpose

Section 1 – With the purpose of improving the service rendered to the communities in the Carolinas by the underwriters corporate suretyship, the Association shall promote understanding among its members through the study and discussion of local surety problems and matters relating thereto; provide a central facility for correspondence with other organizations and with public bodies; disseminate useful and interesting information and perform such other functions as may be incidental to the foregoing.

**Article III**

Membership

Section 1 – Any person vested with authority as a representative of a capital stock insurance company, surety company or bond producing agency in the states of South Carolina or North Carolina shall in his/her individual capacity be eligible for “membership” in the Association; provided that two or more representatives from the same company/agency member shall be entitled collectively to only one vote. Each member, subject to these qualifications, shall have the implied power to designate any other employee of his company, companies or agency as his proxy with the full privilege of exercising his/her rights.

Section 2 – Any person vested with authority as a representative of any Certified Public Accounting firm or Attorney firm involved with surety or fidelity business in the states of South Carolina or North Carolina shall in his/her individual capacity be eligible for “associate membership” in the Association. Associate members shall not be entitled to any voting privileges in the Association.

Section 3 – Application for membership shall be submitted in writing to the secretary of the Association and referred to the membership at the next regular business meeting following application. Application for associate membership shall be submitted in writing along with a written recommendation by the sponsoring member company to the secretary of the Association and referred to the membership at the next regular business meeting following

application. All applicants must be approved by a vote by secret ballot of three-quarters (75%) of all the members of the Association present and qualified to vote.

Section 4 – Any member of the Association may at any time withdraw from the Association by filing his resignation in writing, with the President thereof, of at least ten days before such resignation is to become effective.

Section 5 – The Association shall be the judge of qualifications of its members and associate members, but no member shall be expelled except for the reasonable cause by a vote of three quarters (75%) of all members of the Association present and qualified to vote.

Section 6 – Upon termination of membership of any member or associate member of the Association for any reason or cause whatsoever such member shall have no rights whatsoever to any of the assets of the Association.

#### **Article IV**

##### Officers

Section 1 – The officers of the Association shall be president, vice-president, secretary and treasurer. The offices of secretary and treasurer may, however, be combined and held by one person. The officers may be elected by a majority vote cast by ballot at the Annual Meeting of the Association. Each officer shall serve for one year from the date of his/her election or until his/her successor is elected.

Section 2 – In event of a vacancy in the office of president, the vice-president shall automatically assume the duties of the president.

Section 3 – Vacancies created in any of the other three offices shall be filled by majority vote of the Association at the earliest opportunity. The officer shall hold such position as an officer for the balance of the year.

Section 4 – All officer positions will be held by “members” of the Association with associate members unable to obtain such position.

#### **Article V**

##### Duties of the Officers

Section 1 – The President shall preside at all meetings of the Association and the Executive Committee. He may call special meetings of the Association and/or the Executive Committee whenever special meetings seem to him necessary or advisable and he shall call such meetings at any time upon the written request of three members.

Section 2 – The Vice-President shall perform the duties of the president when the latter is absent or incapacitated.

Section 3 – The Secretary shall keep the minutes of the meetings of the Association, shall be the custodian of its records, and shall conduct the correspondence of the Association, except in cases where the President may desire, or may be requested by the Association, to conduct it.

Section 4 – The Treasurer shall collect, hold, disburse and account for the funds of the association in such manner as the Association may prescribe.

Section 5 – The officers of the Association shall also perform such other duties as commonly pertain to their respective offices.

## **Article VI**

### Meetings

Section 1 – A calendar year basis will be employed for the purpose of elections and collections of dues. It will be the intent to hold one meeting in each quarter with a rotation of sites in North and South Carolina to best facilitate maximum attendance of member companies and associate members.

Section 2 – The regular meeting of the Association in the first quarter shall be deemed “the annual meeting”. Nomination of officers will be presented by the existing president. The nomination and election of officers will take place at the last meeting of the year. The new officers will take office beginning with the next annual meeting.

Section 3 – Special meetings of the Association shall be held as herein before provided.

Section 4 – A majority of the members of the Association present at any of its meetings shall constitute a quorum.

Section 5 – Unless otherwise provided by the Constitution or By-Laws, any matter presented for a vote at any meeting of the Association, or of any committee, shall be adopted by a simple majority vote.

Section 6 – Minutes of all meetings of the Association shall be read and approved at the next stated meeting.

## **Article VIII**

### Expenses

Section 1 – Expenses for meetings of the Association will be paid out of the dues and/or a reasonable per person fee paid by the attendees of the meeting. Meeting expenses include

the cost of the meal, meeting facilities and room and board for the guest speaker (if any) the night of the meeting. Any expense of the Association in excess of two hundred fifty dollars (\$250) that is not listed under meeting expenses above, must be approved by a simple majority vote of the membership. Except as provided for meeting expenses, any expense that cannot be met by the dues requires the unanimous consent of the members.

Section 2 – The Executive Committee will set annual dues annually for each voting member.

Section 3 – The Executive Committee will set annual dues annually for each associate member.

Section 4 – Membership in the Association will be suspended for any member or associate member that has not paid its annual dues by February 28 each year. If the dues are not collected within thirty (30) days of written notice from the treasurer of the Association to the delinquent member or associate member, its membership will be terminated automatically with no further notice.

## **Article IX**

### **By-Laws Changes**

Section 1 – this instrument shall be adopted by each member of the Association and may be changed only – (a) at a regular meeting of the Association, (b) by a two-thirds vote of all the members of the Association qualified to vote, (c) if notice of the proposed action, together with a copy of the desired change, shall have been filed with the secretary at a preceding regular meeting, and shall have been transmitted by him to each member of the Association.

### **Revision Notice**

Unless otherwise noted, this Instrument was adopted at the regular quarterly meeting of Carolinas Surety Association in December of 2001 by all members present.