

# **SOUTH CAROLINA AUCTIONEERS ASSOCIATION, INC.**

## **CODE OF BY-LAWS**

### **ARTICLE I**

#### Name – Offices

##### Section 1      Name

The name of the corporation is SOUTH CAROLINA AUCTIONEERS ASSOCIATION, INC., (hereinafter referred to as the “Association”).

##### Section 2      Principal Office

The principal office of the Association shall be located at a location approved by the SCAA Officers and Directors.

##### Section 3      Registered Office

The registered office of the Association as required by law shall be the same as the principal office.

##### Section 4      Other Offices

The Association may have offices at such other places as the Board of Directors may from time to time direct, or as the affairs of the Association may require.

### **ARTICLE II**

#### Membership

##### Section 1      Classification.

There shall be two classifications of membership in the Association; (A) Auctioneer and (B) Affiliate and (C) Life (life members are assigned by the Board of Directors).

##### Section 2      Auctioneer Members.

###### A. Qualification

Subject to the requirements of this Article, any Auctioneer, whether a South Carolina resident or a resident of any other state, who is honest, upright, worthy of confidence and of good moral character, shall be eligible for membership in this Association.

###### B. Application

Each applicant for auctioneer membership must submit a written application to the Executive Services Manager of the Association.

##### Section 3      Affiliate Members.

###### A. Qualification

Subject to the same requirements of Section 2, Article II, with the exception that the member shall not

be an auctioneer or bid caller but shall be an employee of an auctioneer or auction firm or shall be a vendor to, or in some manner serving or associated with the auction profession. An Affiliate Member will have no voting privileges in the course of conducting the business of the Association.

**B. Application**

Each applicant for affiliate membership must submit a written application on the form prescribed by the association to the Executive Services Manager.

**Section 4 Assignability**

The membership of the Association shall be non-transferable and non-assignable.

**ARTICLE III**  
Membership Meetings

**Section 1 Place of Meetings**

All annual and special meetings of the membership shall be held at such times and places as the Directors designate. Notices of the place for each meeting shall be given to each member as set forth in Article III, Section 4, of these By-Laws.

**Section 2 Annual Meetings**

The annual meeting of the membership for the election of Directors and Officers shall be held on in the 2<sup>nd</sup> weekend of January of each year, unless otherwise directed by the Board of Directors.

**Section 3 Special Meetings**

Special meetings of the membership may be called by the President, one-half of the members of The Board of Directors, or by no less than one-fourth of the members in good standing.

**Section 4 Notice of Meetings – Waiver**

Written or printed notice, stating the place, date, day and hour of the meeting and, in case of special meeting the purpose or purposes for which the meeting is called, shall be delivered not less than five nor more than thirty days before the date of the meeting, either personally, or by mail, by or at the direction of the President, the Secretary-Treasurer, or the officer or member calling such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the rolls of the Association, with postage thereon paid. Waiver by the member in writing of such notice, signed by the member whether before or after such meeting, shall be equivalent to giving such notice.

**Section 5 Quorum**

At any regular, annual or special meeting of the membership properly called as prescribed in Article III, Section 4 of these By-Laws, a quorum shall consist of those members who attend such meeting.

**Section 6 Voting**

Each resident and non-resident auctioneer member shall be entitled to cast one vote for each Director to be elected to the Board of Directors and one vote for each Officer to be elected. The Board of Directors may, at a regular or special meeting, by majority vote, allow an auctioneer member, showing good cause, to vote by proxy. The proxy must be in writing and shall in no event be valid for a period of time in excess of thirty days after it was executed. Affiliate Members shall not be entitled to any vote in any proceedings of the association.

Section 7      Suspension and Expulsion

Any member's membership, whether auctioneer or affiliate, may be withdrawn or suspended by the Grievance Committee as provided in Article VII, Section 7, of these By-Laws. Said membership may be withdrawn or suspended for delinquency in dues, improper behavior, unethical conduct, failing to cooperate in carrying out the plans and purposes of the Association, or for any other good cause found by the Grievance Committee. The Accused member shall be entitled to be heard by the Grievance Committee, and shall be entitled to such appeal as is provided in the said Article VII, Section 7.

**ARTICLE IV**

Board of Directors

Section 1      Number, Qualification and Term

The total number of directors of the Association shall be seven with six to be elected by the general membership. The term of office for Director will be for two years, with two directors elected each year. The six directors include the President and the Secretary/Treasurer, who shall be elected by the general membership. These positions will be elected for a term of one year. The President must have served as a director for at least one of the previous five years. Directors will be eligible for reelection for no more than one successive term.

The Immediate Past President shall serve as the seventh board member. The immediate past president will vote only when needed to break a tie vote.

Section 2      Immediate Past President

The immediate past president will automatically become a board member for a period of one year following his term of office and shall have voting privileges only when necessary to break a tie

Section 3      Vacancies

Vacancies created by a term expiring shall be elected by a majority vote of the general membership at the annual meeting. Should a vacancy be created by other circumstances, that directorship shall remain unfilled until the next annual meeting, at which time the general membership shall elect a director to fill the unexpired term.

Section 4      Compensation

Members of the board of Directors shall not receive compensation for their services as directors. However, any director may be compensated by the Association for services rendered to the Association beyond the scope of that office as a director of the Association. Directors may be compensated for the actual expenses incurred by them in attending to Association business.

Section 5      Removal

Any Board Member having failed to attend three consecutive board meetings, and not having shown good cause, may be removed by a majority vote, of a quorum, at any annual or regular board meeting. Or, any director having failed to attend a number of board meetings equal to one half of the meetings held in any twelve month period and not having shown good cause may be removed by a majority vote, of a quorum, at any annual or regular board meeting. Upon removal of a Director from the Board of Directors the board may elect a replacement under the guidelines set forth in Article IV, Section 4 of these By-Laws. Removal of a Board member by a membership vote shall be in compliance with Article VI, Section 3 of these By-Laws.

## **ARTICLE V**

### Meetings of the Board of Directors

#### Section 1      Regular Annual Meetings

The Annual Business Meeting will be held in January of each year in conjunction with the Annual State Convention at which time the annual meeting of the membership is to be held.

The regular annual meeting of the Board of Directors shall be held in January of each year for the new incoming Board of Directors. This meeting will be held on the last day of the Annual Convention.

#### Section 2      Other Regular Meetings

Other regular meetings of the Board of Directors may be held at such time and at such place as the Board of Directors may by resolution adopt.

#### Section 3      Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any three directors. Such meetings shall be held at such time and place as the President or said directors may direct.

#### Section 4      Notice of Meeting

Annual meetings and other regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least five days before the meeting, give written notice thereof by the usual means of communication. Such notice need not specify the purpose for which the meeting is called unless it relates to the removal of a member of the board of Directors. Attendance by a director at a meeting shall constitute a waiver or 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.

#### Section 5      Quorum

Four members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

#### Section 6      Voting

- A. Ordinary matters. Except as otherwise provided in these By-Laws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- B. Amending Charter or By-Laws. The vote of four members of the Board of Directors, as fixed by these By-Laws, shall be required to adopt, amend, or repeal a By-Law or to amend the charter.

#### Section 7      Informal Action by Directors

Action taken by a majority of the Directors without a meeting is, nevertheless, Board action if written consent to the action in question is signed by all directors and filed with the minutes of the proceedings of the board, whether done before or after the action so taken.

## ARTICLE VI

### Officers

#### Section 1      Number

The officers of the association shall be elected by the membership and shall consist of a President, Secretary-Treasurer, and such other officers as may be deemed necessary by the membership and the Board of Directors. The officers so elected by the membership shall serve both as officers and as members of the Board of Directors and in like capacity in the management of the Association's business.

#### Section 2      Election and Term

The officers of the Association shall be elected by the membership at the membership's annual meeting. The President will serve for one year and cannot succeed themselves. The Secretary-Treasurer shall be elected for a one year term and can be elected to second or subsequent terms. Each officer shall hold office until their death, resignation, retirement, removal, disqualification, or successor is elected and qualifies.

#### Section 3      Removal

Any officer elected by the membership may be removed from office for any cause deemed by the membership to be in the best interest of the Association, by a majority vote at an annual or special meeting of the membership. Before removal from office, the officer in question must have first received five days written notice of the meeting in which that removal will be considered.

#### Section 4      Compensation

An officer of the Association shall receive no compensation for services as said officers. However, the officers may be compensated for service rendered beyond the scope of their office and/or for actual expenses incurred for services for the Association and that the President shall be entitled to compensation for travel expense as prescribed in Article VI, Section 5 of these By-Laws.

#### Section 5      President

The President shall be the principal executive officer of the Association and subject to the control of the Board of Directors, shall supervise and control the management of the Association in accordance with these By-Laws. He/She shall, when present, preside at all meetings of the membership and the Board of Directors. The President shall be entitled for compensation for travel and expense in the amount of five hundred dollars (\$500.00) when attending a convention of the National Auctioneers Association or compensation in the amount of one hundred dollars (\$100.00) when attending up to two state auctioneers conventions per year.

#### Section 6      Secretary-Treasurer

- A. The Secretary shall direct and be responsible for the Executive Services Manager of the Association keeping accurate records of the acts and proceedings of all meetings of the membership and directors. The Secretary shall direct the sending of all notices required by law and by these By-Laws. The Secretary shall have general charge of the membership books of the Association, in which the names and addresses of all members are kept, and supervise their safe keeping by the Executive Services Manager at a location selected by the Board of Directors. The Secretary shall sign such instruments as may require that signature and, in general, shall perform all duties incident to the office of Secretary-Treasurer and such other duties as may be assigned that office from time to time by the President or the Board of Directors.
- B. The Treasurer shall supervise the Executive Services Manager in the keeping of correct and complete records of account, showing accurately at all times the financial condition of the Association. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into possession of the Association. The Treasurer shall supervise the deposit of all funds of the Association into a reliable bank or other depository selected by the Executive

Service Manager and approved by the Board of directors and shall insure such bank account is in the name of the Association. The Treasurer shall supervise the Executive Service Manager in the furnishing of a financial statement of condition whenever requested by the Board of Directors and the performance of other duties as the By-Laws may direct or the Board of Directors may prescribe. The Treasurer shall service as General Chairperson of the Convention Committee.

Section 7      Vacancies

Whenever any vacancy shall occur in any office by death, resignation, retirement, removal or disqualification, the uncompleted term shall be filled by the Board of Directors, and the officer so elected shall hold office until his successor is elected and qualified. In the event a vacancy is created by an increase in the number of Officers, said office shall be filled only by an election at an annual or special meeting of the membership.

Section 8      Executive Services Manager

The Executive Services Manager shall be selected by the Board of Directors. The Directors may select anyone deemed capable of carrying out the duties of the position. The candidate need not be a member of the Association. The Executive Services Manager shall be entitled to reimbursement for any expense incurred on behalf of the Association. The Executive Services Manager shall be directly responsible to the Secretary-Treasurer and shall act on his/her behalf as directed in Article VI, Section 8A and B of these By-Laws and shall carry out any other duties prescribed by the President or the Board of Directors from time to time.

**ARTICLE VII**  
Permanent Committees

Section 1      Designation

There shall be five permanent committees of the Association, to wit: Membership, Finance, Legislation, Convention, and Grievance. The Board of Directors may, however, designate such additional committees as it deems necessary to accomplish the purpose of this Association.

Section 2      Appointments - Term of Office

Each committee shall be composed of three or more members nominated by the President and appointed by the Board of Directors. Priority for Chairpersons of each Committee will be given to members of the Board of Directors. Each committee member shall be eligible for reappointment upon the expiration of a term of office.

Section 3      Membership Committee

The Membership Committee shall have full power to organize, recruit and determine its own methods of passing on applications for membership received pursuant to Article II of these By-Laws. This Committee will serve as Credential Committee at all membership meetings.

Section 4      Finance Committee

The Finance Committee shall consist of the President, Treasurer, and such other members as the Board of Directors elect. The Treasurer shall be the Chairperson of the Finance Committee. The Finance Committee shall prepare an annual budget of the operation of the Association in all departments, and shall supervise the accounting and financing of the Association. Except in case of an emergency, no expenditures shall be made unless the amount thereof has been provided within the scope of the budget or authorized by the Board of Directors upon the recommendation of the Finance Committee. The Finance Committee shall also have the responsibility to devise and plan the ways and means of securing such additional funds required by the Association to fund its activities.

Section 5      Legislation Committee

A. Association Legislation

The Legislation Committee shall investigate, adopt and make proposals to the Board of Directors in connection with any legislation which the Committee deems to be in the best interest of the Association and with regard to pending legislation, shall make such recommendation to the Board of Directors as it deems appropriate. The Committee shall submit its opinion regarding the proposals or pending legislation. The Committee shall also submit its ideas as how to augment these proposals and actions regarding pending legislation.

B. Government Legislation

The Legislation Committee shall be responsible for monitoring local, state and federal legislation that may impact the Association or the auction profession generally. The Committee will report to the Board of Directors with regard to such legislation and will submit ideas and recommendation.

Section 6      Convention Committee

The Convention Committee shall submit plans to the Board of Directors concerning the annual membership meetings. Such plans will include among other things, location, publicity, registration fees, entertainment, and educational programs schedules. It shall also be the responsibility of this Committee to attend to the details of carrying out the convention plan as finally adopted by the Board of Directors.

Section 7      Grievance Committee

The Grievance Committee shall submit to the Board of Directors at any regular or special meeting complaints which it has received and which it deems to be of sufficient merit to be considered by the Board of Directors. The Grievance Committee may suspend a member permanently or for a limited period of time, for any action specified in Article III Section 7 of the By-Laws or for any action deemed to be, in the opinion of the committee, against the best interest of the Association. No member shall be expelled unless first having received written notice of the Grievance Committee's meeting and given opportunity at said meeting to answer charges. Any member whose membership was suspended or terminated by the Grievance Committee may appeal to the full Board of Directors at a regular or special board meeting. A majority vote by the members of the Board of Directors who are present at such a meeting will be necessary to reinstate the suspended member.

## **ARTICLE VIII**

### **Dues - Fiscal Year**

Section 1      Application and Dues

Each application, whether for auctioneer or affiliate membership, must be accompanied with the first year's dues as set by the board with membership approval.

Section 2      Annual Dues

Each auctioneer member shall pay an annual due as set by the board with membership approval.

Each affiliate shall pay annual dues as set by the board with membership approval. Said dues shall be paid in advance or before the first day of January each year. Dues are from January 1 thru December 31. Renewal statements will consist of three (3) mailings which will be mailed at intervals of 90-60-30 days. (revised 1-11-20)

For New Members Only: annual dues shall be prorated from date of membership for auctioneer members and affiliated members joining the association after January 31. (revised 1-11-20)

Section 3 Delinquent Dues

Any membership on which the dues are not paid by March 1 due date will be suspended with that member losing voting rights, privileges and benefits of membership until such time said dues are paid in full. (revised 1-11-20)

Section 4 Resignation, Suspension or Expulsion

No member shall be entitled to any refund of any dues upon resignation, suspension or expulsion from the Association.

Section 5 Fiscal Year

The fiscal year shall be from January 1 thru December 31. (revised 1-11-20)

**ARTICLE IX**

Liquidation

Section 1 Remaining Assets

Upon dissolution and liquidation of the Association, the remaining assets of the Association shall be distributed in a manner decided on by the Board of Directors.

**ARTICLE X**

Code of Ethics

Section 1 Code of Ethics

The Board of Directors shall adopt, and may amend from time to time the South Carolina Auctioneers Association Code of Ethics which will be binding upon each member.

**ARTICLE XI**

Amendments

Section 1 Board of Directors

Four members of the Board of Directors shall adopt, and may at any regular or special meeting may amend, alter, repeal or add to any of the By-Laws of the Association.

Section 2 Membership

A majority of the voting membership as established by the Secretary from the membership rolls, at any regular or special meeting of the members may alter, amend, repeal, or add to any of the By-Laws.



# CODE OF ETHICS

## SOUTH CAROLINA AUCTIONEERS ASSOCIATION

### Preamble

The public auction subjects all possessions to equitable public appraisal and competitive bidding and thereby determines fair and current values of personal and real property.

The Auctioneer is the master of conduct and procedure of the public auction. The Auctioneer is a confidant of the public, an instrument of community progress and development. Such functions impose grave responsibilities and duty beyond ordinary business policy to which the Auctioneer must be dedicated and must strive to maintain the highest standards of profession while sharing with fellow Auctioneers a common responsibility for Integrity and Honor.

Accepting the Golden Rule as the standard, the Auctioneer pledges to observe the Law of God and the Law of the Land in all dealings and to conduct business in accordance with the following Code of Ethics adopted by the South Carolina Auctioneers Association.

### PART 1

#### Personal Relationships

##### Article 1

In the interest of the public, of fellow Auctioneers, and the Auctioneer's own business, the Auctioneer shall be loyal to the South Carolina Auctioneers Association.

##### Article 2

The Auctioneer shall so conduct business so as to avoid disputes with fellow Auctioneers, but in the event of a controversy between two Auctioneers who are members of the South Carolina Auctioneers Association the Auctioneer will not result to lawsuit, but submit differences to arbitration by the Association, and the decision from such arbitration by the Association, and the decision derived from such arbitration shall be accepted as final and binding. If the dispute should be with a non-member, the Auctioneer should offer the services of the Association for arbitration.

##### Article 3

Where a member is charged with unethical practice, the Auctioneer shall promptly and voluntarily place all pertinent information before the proper committee for investigation, reporting, and action.

##### Article 4

A member will not publicly criticize a competitor, and where an opinion is specifically requested, it will be rendered in conformity with professional courtesy and dignity.

##### Article 5

A member shall not solicit the services of an employee of a fellow Auctioneer without that Auctioneer's knowledge and consent.

##### Article 6

In the best interest of society, of associates, and the Auctioneer's own business, the Auctioneer should be active in the South Carolina Auctioneers Association and should willingly share with fellow members the lessons of experience.

## **PART II**

### Relations to Clients

#### Article 7

In justice to those who place their interest in the Auctioneer's hands, the Auctioneer shall endeavor to keep abreast of business conditions, to keep informed in matters of law and proposed legislation affecting such interests, so as to give intelligent business advice and effective service.

#### Article 8

In accepting the sale by auction of real or personal property, the Auctioneer pledges to be fair to both the seller and buyer, and to protect the owner's interest as the Auctioneer would their own

#### Article 9

When consulted for an appraisal of value or expected auction results, the Auctioneer shall give a well considered opinion, reflecting expert knowledge and sound judgment, taking requisite time for study, inquiry and deliberation. The Auctioneer's counsel represents a professional service which shall be rendered in writing and for which the Auctioneer should make reasonable charge. A member should not undertake to give an appraisal or offer an opinion in any proposition on which the auctioneer has a direct or even indirect interest, without a full disclosure of such interest to all parties.

#### Article 10

Before accepting an auction it is the duty of the Auctioneer to advise the owner intelligently and honestly regarding the market value of the real or personal property to be sold and the reasonable chance of selling at the market value.

## **PART III**

### Relation to the Public

#### Article 11

It is the duty of every member to protect the public against fraud, misrepresentation, or unethical practices in connection with the sale or liquidation of any real or personal property the auctioneer is called upon to dispose of by public auction.

#### Article 12

It is the duty of a member to ascertain all pertinent facts concerning every auction for which the Auctioneer is engaged, so that in offering, errors, exaggerations, or misrepresentations may be avoided.

#### Article 13

An Auctioneer is a confidential trustee of the information given by the seller or gained through relationships, and the Auctioneer must never disclose the gross receipts of an auction of any other information that would be considered privileged.

#### Article 14

No special conditions, real or assumed, or inducements or directions from other parties relieves the member from responsibility to strictly observe the letter and spirit of the Code of Ethics.