

BYLAWS
SOUTH CAROLINA TRANSPORTATION COMMISSION

Article I
Name

The composition and formation of the South Carolina Department of Transportation Commission (hereinafter, "Commission") is generally prescribed by the Code of Laws of South Carolina 1976, as amended, Section 57-1-310, et seq. Pursuant to S. C. Code Section 57-1- 350(8) the Commission must adopt its own rules and procedures.

NOW, THEREFORE, in order to effectively manage the affairs of the Commission, the following bylaws are adopted.

Article II
Offices

The principal office of the Commission shall be located at the Silas Pearman Building, 955 Park Street, City of Columbia, County of Richland, State of South Carolina.

Article III
The Commission, its Officers and Appointees

Section 300. General

The affairs of the Commission shall be managed under the direction of its members. The Commission shall be the general policy making authority of the Department and shall have such duties and exercise such powers as provided by law.

Section 301. Chairman and Vice Chairman

The Commission shall annually elect from its membership a Chairman and a Vice Chairman. The election shall be held at the first meeting of the calendar year and the new officers shall assume their duties upon adjournment of the meeting in which the new officers were elected. The Chairman shall preside over the meetings of the Commission. The Vice-Chairman shall preside over meetings of the Commission in the absence of the Chairman.

Section 302. Commission Secretary

Pursuant to Section 57-3-20(1)(c) of the Code of Laws of South Carolina 1976, as amended, the Department's Division Deputy Director for Finance and Administration, is responsible for recording proceedings of the Commission. Therefore, the Department's Division

Deputy Director for Finance and Administration, or his or her designee, shall serve as the secretary for the Commission. The secretary shall be responsible for the prompt and correct recording of all proceedings of the Commission and any standing or executive committees, and for the maintenance of minutes and records of the Commission and its committees. The Secretary to the Commission shall submit a report every four years from the last revision of the bylaws on any recommendations to amend the by-laws.

Section 303. Secretary of Transportation

Pursuant to Section 57-1-410 of the Code of Laws of South Carolina 1976, as amended, the Commission shall appoint the Secretary of Transportation.

Section 304. Seal

The Commission adopts as its official seal the seal affixed to these Bylaws. The Commission's Secretary, or such other person authorized by the Commission, is empowered to affix the official seal to official documents of the Commission and to certify official records of the Commission, but only for the purposes directed by the Commission.



**Article IV
Meetings**

Section 401. Regular Meetings

- (a) The Commission shall hold a minimum of six regular meetings annually. The Commission shall give written public notice of the regularly scheduled meetings at the beginning of each calendar year. The notice shall include the dates, times and places of such meetings.
- (b) Agenda for regularly scheduled meetings shall be posted on a bulletin board in a publicly accessible place at the meeting place and principal office of the Commission and on the Department's website at least twenty-four (24) hours prior to such meetings.
- (c) Meeting materials for the regularly scheduled meetings shall be published on the Department's website at least twenty -four (24) hours in advance of the meeting.

Section 402. Called, Special, Rescheduled or Emergency Meetings

- (a) Called, special, rescheduled or emergency meetings of the Commission may be called by the Chairman, the Secretary of Transportation, or a majority of the members of the Commission.
- (b) Called, special, rescheduled meetings may be called upon giving at least one week's notice to the members of the Commission and the public. Notice shall be given by posting notice of the meeting on a bulletin board at the meeting place and principal office of the Commission or on the Department's website. The notice must include the agenda, date, time and place of the meeting.
- (c) The notice requirements shall not apply to emergency meetings of the Commission, which may be held with at least (24) hours prior notice.

Section 403. Agendas

Once an agenda for a regular, called, special or rescheduled meeting is posted, no items may be added to the agenda without an additional twenty-four (24) hours' notice to the public, which may be made in the same manner as the original posting. After the meeting begins, an item upon which action can be taken only may be added to the agenda by a two-thirds vote of the members present and voting; however, if the item is one upon which final action can be taken at the meeting or if the item is one in which there has not been and will not be an opportunity for public comment with prior public notice, it may only be added to the agenda by a two-thirds vote of the members present and voting and upon a finding by the Commission that an emergency or an exigent circumstance exists if the item is not added to the agenda.

Section 404. Notice to Media and Others

The Commission shall notify persons or organizations, local news media, or such other news media as may request notification, of the times, dates, places and agenda of all public meetings, whether scheduled, rescheduled, called or special, or emergency and the efforts made to comply with this requirement shall be noted in the minutes of the meetings.

Section 405. Open Meetings

Every meeting of the Commission shall be open to the public unless closed for an executive session for the reasons and pursuant to the procedures set forth in the S. C. Freedom of Information Act (S. C. Code Section 30-4-70) and in accordance with Section 406 below.

Section 406. Executive Session

Members of the Commission may meet in an executive session closed to the public for the following reasons:

- (a) Discussion of employment, appointment, compensation, promotion, demotion,

- discipline, or release of an employee or appointee of the Department or Commission.
- (b) Discussion of negotiations incident to proposed contractual arrangements and proposed sale or purchase of property, the receipt of legal advice where the legal advice relates to a pending, threatened or potential claim or other matters covered by the attorney-client privilege, settlement of legal claims, or the position of the Commission or Department in other adversary situations involving the assertion against the Commission or Department of a claim.
 - (c) Discussion regarding the development of security personnel or devices.
 - (d) Investigative proceedings regarding allegations of criminal misconduct.
 - (e) Discussion of matter relating to the proposed location, expansion, or the provision of services encouraging location or expansion of industries or other businesses in the State.

Before going into executive session the Commission shall vote in public on the question and when the vote is favorable, the presiding officer shall announce the specific purpose of the executive session as identified in items (a) through (e) above. No vote may be taken in executive session. No action may be taken in executive session except to adjourn or return to public session. The members of the Commission may not commit to a course of action by a polling of members in executive session.

Section 407. Quorum

A majority of the members of the Commission shall constitute a quorum for the transaction of business at any meeting of the Commission; but, if less than a majority is present at any meeting, a majority of the members present may fix the time in which to adjourn, recess, or take measures to obtain a quorum. A member of the Commission participating telephonically or via web conferencing shall be counted as present.

Section 408. Conduct of Proceedings and Order of Business

The Chairman, or in his or her absence, the Vice Chairman, shall preside over meetings of the Commission. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Commission in all cases they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Commission may adopt. At each meeting the order of business shall be as follows:

- (a) Determining the members present or absent and determination of quorum;
- (b) Adoption of the agenda;
- (c) Approval of minutes from prior meetings;
- (d) Report of standing committees of the Commission;
- (e) Presentation and disposition of new business on agenda;
- (f) Report and recommendations of the Secretary of Transportation;
- (g) Disposition of unfinished business; and,
- (h) Adjournment.

Section 409. Voting

- (a) All members of the Commission, including the Chairman, are eligible to vote on all matters that come before the Commission.
- (b) The act of the majority of the members of the Commission present at a meeting at which a quorum is present shall be the act of the Commission, unless the act of a greater number is required by law or by these bylaws. All adopted policy decisions, directions, and instructions are to be conveyed on behalf of the Commission by the Commission's Chairman or, in his absence by the Vice Chairman, to the Secretary of Transportation.
- (c) Proxy voting shall be allowed only under the following conditions:
 - 1) Two-thirds of the members must be present in person, by teleconference or via web conferencing, and
 - 2) The proxy shall be in writing, shall identify the specific issue for which the proxy is given, and shall specify the vote that is to be cast.

Section 410. Attendance at Commission Meetings; Unexcused Absences

Pursuant to Section 1-3-245 of the Code of Laws of South Carolina, as amended, a member of a state commission who has three consecutive unexcused absences from regularly scheduled meetings is considered removed from the Commission. The Commission Chairman immediately shall notify the Governor or appropriate appointing authority of the member's three consecutive unexcused absences and of the resulting vacancy. A "regularly scheduled meeting" shall mean a meeting of the Commission for which written public notice is given at the beginning of each year.

The Commission may excuse the absence of a member from any meeting by a majority vote of the members present at the meeting, provided the member provides the Commission with a written request to be excused including the reasons for the request.

Section 411. Telephonic and Web-Conferencing

Meetings shall take place in the location consistent with the procedure in Section 401. A Commissioner may request one week in advance of the scheduled meeting to attend via telephonic means or web-conferencing. Attending via telephonically or web-conferencing does not constitute an absence under Section 410.

In the event a meeting is called under the procedure in Section 402, a Commissioner shall be entitled to participate telephonically or via web-conferencing.

Article V Commissioner Compensation

Members of the Commission shall receive such per diem, mileage, and subsistence as is provided by law of members of boards, commissions and committees while engaged in official

business. "Official business" shall constitute the rendering of public service related to the office of Commissioner and must be approved by the Commission Chairman.

Article VI Committees, Study Groups, and Task Forces

Section 601. Committees of the Commission

- (a) The only purpose of the various committees of the Commission is to make recommendations and give advice to the full Commission on identified issues of concern.
- (b) The Commission, by resolution adopted by a majority of its members present, may designate one or more committees, each of which shall consist of two or more members, which committees, to the extent provided in such resolution, shall advise and make recommendations to the full Commission, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the entire commission members, or any individual Commission member, of any responsibility imposed on it or him or her by law. The Committees are hereby authorized to create such subcommittees as are necessary, with such membership as the committee deems appropriate.
- (c) Proceedings in committee meetings shall be governed by *Robert's Rules of Order Newly Revised*. A majority of the members of a committee shall constitute a quorum for the transaction of business at any committee meetings. Action of the committee shall require the vote of a majority of the members present at the meeting.
- (d) Committee meetings will be scheduled as needed. The Commission shall give written public notice of any scheduled committee meeting at least twenty-four (24) hours prior to such meeting. Such notice shall contain the date, time, and place of such meetings and the agenda, if any. The Commission shall notify the news media in advance of any scheduled committee meeting.

Section 602. Study Groups and Task Forces

The Commission, by resolution adopted by a majority of its members, may establish and appoint members to a study group or task force to examine and report to the Commission on issues which would most appropriately be addressed by a number of organizations and interest groups rather than solely by Commission or Department staff.

Article VII Amendment of Bylaws

These bylaws may be amended at any meeting of the Commission by two-thirds (2/3) vote, provided that the amendment has been submitted in writing at the previous meeting.

These Bylaws were adopted on August 10, 2007 and amended on July 17, 2008, October 18, 2012, August 20, 2015, September 15, 2016, September 21, 2017, and October 15, 2020.