

PROPOSED AMENDMENT OF THE BYLAWS SECTION NO. 8.2.2; 10.2.1.10; 10.5 (new); 10.8; 10.10; 13.4; 14.2; and 19.2 (to be voted on at the Annual Meeting to be held at the SCEC, Wednesday, March 15, 2017).

The Executive Committee recommends the following Bylaws amendments to reflect current practice; remove the position of Past Federation Delegate of the WEF Board of Trustees as a member of the Executive Committee; and to add clarifying language as follows:

- 8.2 Subscription Included Dues

Remove Section 8.2.2 since the Journal no longer requires subsidizing from the membership and the current practice does not set aside one dollar of membership dues for the Journal:

~~8.2.2 One dollar (\$1.00) of membership dues shall be set aside as a subscription to the Journal.~~

- 10.2 Membership

Remove Section 10.2.1.10 from the Executive Committee Membership. Officers in this position rarely have the availability to attend meetings on the MA level:

~~10.2.1.10 Past Federation Delegate Member of WEF Board of Trustees.~~

- 10.5 Participation by Telecommunications

Add Section 10.5 to clarify that an Executive Committee member may participate in and be counted towards a quorum by means of a conference telephone so long as all persons participating in the meeting can hear each other at the same time. This is allowed under Robert Rules:

10.5 Participation by Telecommunications

10.5.1 Any Executive Committee member may participate in, and be regarded as present at, any meeting of the Executive Committee by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time .

- 10.8 Past Federation Delegate Member of WEF Board of Trustees

Remove Section 10.8 from the Executive Committee Membership (see explanation for Section 10.2, above):

~~10.8 Past Federation Delegate Member of WEF Board of Trustees~~

~~10.8.1 If the term of the Federation Delegate who is elected to the WEF Board of Trustees expires, then such Executive Committee member shall be designated as Past Federation Delegate Member of the WEF Board of Trustees.~~

~~10.8.2 The Past Federation Delegate Member of WEF Board of Trustees can be removed only by the deletion of the position of Past Federation Delegate member of WEF Board of Trustees in these Bylaws.~~

- 10.10 Consent

Rename this Section title from 'Consent' to 'Action without a Meeting' to help clarify the meaning of this Section:

10.10 ~~Consent~~ Action without a Meeting

- 10.11 Executive Committee Meetings

Move Section 13.4 in its entirety to Section 10.11 to distinguish from membership meetings:

10.11 Executive Committee Meetings

10.11.1 The Executive Committee shall have held at least one meeting at the time of each annual Conference.

10.11.2 Other Executive Committee meetings shall be held at the call of the President, or on petition addressed to the Secretary and signed by two or more Executive Committee members.

10.11.3 Notice of all Executive Committee meetings shall be issued by the Secretary at least fifteen (15) days in advance of such meetings to all Executive Committee members.

10.11.4 Any Executive Committee member may waive notice of any meeting in writing before or after the time of the meeting stated herein, and attendance of a member of the Executive Committee at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Executive Committee upon arriving at the meeting or prior to the vote on the matter not noticed in conformity with the Act, the Association's Articles of Incorporation, or these Bylaws, objects to lack of notice and does not thereafter vote in or assent to the objected action.

10.11.5 The Executive Committee meetings shall be conducted according to the latest edition of "Robert's Rules of Order Revised." Except as otherwise provide in the Act, the Articles of Incorporation, these Bylaws, or Robert's Rules, all questions before the Executive Committee shall be decided by the majority vote of the Executive Committee.

- 14.2 District Members

Remove the Section title and reformat the subsequent sections relating to Districts for clarity since some of the sections are referring to the Districts' functions and organization and revise Section 14.2.1 to change 'reside' to 'choose' as it reflects current practice:

~~14.2.1~~ 14.2 All Members of the Association residing in South Carolina shall be members of the District in which they choose. Members not residing in South Carolina should indicate to the Secretary the District with which they ~~reside~~ choose to affiliate. Members may belong to more than one District upon the payment of an additional fee as established in Section 8.3.1 above.

~~14.2.2~~ 14.3 Each District shall elect officers annually to be confirmed by the Executive Committee. The officers to be elected by each District shall be a Chair, Vice Chair, Secretary, Treasurer, and such other officers as the District may deem necessary. The Treasurer elected by each District shall be deemed an Assistant Treasurer of the Association. The officers shall be elected and names submitted to the Association Secretary no later than thirty (30) days prior to the Annual Meeting of the Association. The District Chair must be an Active or PWO Member of the Federation. All other officers of the District must be eligible voting members of the Association. All officers shall take office at the conclusion of the Annual Meeting of the Association, following their election, and shall serve for one year or until their successors are elected and qualified. A member may hold office in only one District at a time.

~~14.2.3~~ 14.4 Each District may maintain funds budgeted for District activities but shall at all times be responsible to the Association for its financial affairs. The District may not incur debt on its own behalf or on behalf of the Association.

~~14.2.4~~ 14.5 Each District may adopt rules for its own meetings not inconsistent with these Bylaws, any resolution of the Executive Committee, or with rules adopted by the Executive Committee.

- 19 Rules and Regulations

Revise Section 19.2 to change 'objective' to 'mission':

19.2 To effectively carry out the ~~objective~~ mission of the Association as stated above, the Executive Committee may propose Rules and Regulations for the orderly government of the Association and the advancement of the work provided that they are not inconsistent with the Act, these Bylaws, or the Association's Articles of Incorporation. No Rules and Regulations shall be made which are not for the benefit of the membership. Special groups may adopt rules which apply to that particular group with the consent of the Executive Committee, but in no case shall it be incumbent upon the Association as a whole to adopt them as Bylaws of the Association.

*****End of Proposed Amendments*****

See the Web Site for the complete Bylaws with proposed amendments.