

**BYLAWS**  
**OF THE**  
**WATER ENVIRONMENT ASSOCIATION OF SOUTH CAROLINA**

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*Effective March 16, 2016*

# **BYLAWS**

## **OF THE WATER ENVIRONMENT ASSOCIATION OF SOUTH CAROLINA**

### **1.0 NAME**

- 1.1 The name of this organization shall be the Water Environment Association of South Carolina (WEASC) designated as the “Association”.

### **2.0 AFFILIATION**

- 2.1 The Association shall be a member of the Water Environment Federation (WEF), hereinafter designated as the “Federation,” and shall participate in the activities of that organization. WEF is a not-for-profit technical and educational organization that was founded in 1928. WEF’s vision is to be the preeminent organization dedicated to the preservation and enhancement of the global water environment. WEF is incorporated in the State of Illinois with headquarters in Alexandria, Virginia. It is the intent that the Bylaws of the Association shall be in harmony with the Constitution and Bylaws of the Federation.

### **3.0 MISSION STATEMENT**

- 3.1 The mission of the Association is to deliver quality service to membership, promote and advance the water environment profession, and benefit our state through the protection and enhancement of the water environment. The purpose of the Association shall be to protect and enhance the water environment through the enhancement of science and education, dissemination of information, expansion of public understanding and promotion of sound public policy and to do all things necessary or convenient, and not inconsistent with laws to further these goals. The purpose of the Association is exclusively charitable, scientific, literary, and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its trustees, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Association shall be the carrying on of propaganda, and the Association shall not otherwise attempt to influence legislation. The Association shall not participate in, or intervene in, political campaigns on behalf of any candidate for public office. The Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code, or corresponding section of any future federal tax code.

#### **4.0 OBJECTIVES**

- 4.1 The advancement of fundamental knowledge of the water environment, its basic qualities, and the physical laws governing its interaction with other aspects of the environment and with the aesthetic, economic, and biological needs of the earth's inhabitants.
- 4.2 The advancement of practical knowledge in the technology, design, construction, operation, maintenance, and management of water quality control systems and facilities.
- 4.3 The increased understanding of the nature and function of the earth's natural waterways, surface, subsurface, and atmosphere, and encouragement and promotion of action necessary to preserve and enhance them.
- 4.4 The implementation of the objectives previously stated through an exchange of information and experience among its members, and other interested persons, by an annual meeting of its members.
- 4.5 The cooperation with other organizations and agencies in efforts to obtain and maintain proper water quality control systems.
- 4.6 The publication and distribution of information relating to the water quality control field.
- 4.7 The promotion of public understanding and the encouragement of sound regional policy in matters relating to the water quality control field.
- 4.8 The improvement of the professional status of all personnel engaged in any aspect of the water quality control field including, but not limited to, the design, management, and operation of water quality control systems.
- 4.9 The stimulation of public awareness of the relationship of water resources to the general public welfare, and the need for preservation and reuse of water resources.
- 4.10 The promotion of a continuing educational program leading to a professional elevation of the membership.
- 4.11 Continued support of the certification system designed to show the relative knowledge and skill of Environmental System Operators.

#### **5.0 FRANCHISE**

- 5.1 The exclusive service area of the Association shall consist of the State of South Carolina.
- 5.2 Any revision to establish franchise areas or the establishment of any new franchise area must follow the procedure established in the Water Environment Federation Constitution and Bylaws.

## **6.0 MEMBERSHIP**

- 6.1 The membership of the Association shall consist of persons of good moral standing, who have an appreciation of their public responsibility, and organization interested in any of the objectives of the Association and having such qualifications as are prescribed in this document for the various grades of membership
- 6.2 The term “eligible voting member” as used in this document shall include all persons having the rights and privileges of Active, Professional Wastewater Operations (PWO) or Association Members, as prescribed in this document.

## **7.0 MEMBERSHIP CLASSIFICATIONS, QUALIFICATIONS, AND PRIVILEGES**

- 7.1 Membership Classes
  - 7.1.1 Active Members
  - 7.1.2 Corporate Members
  - 7.1.3 Professional Wastewater Operations (PWO) Members
  - 7.1.4 Student Members
  - 7.1.5 Association Members
  - 7.1.6 Association Student Members
  - 7.1.7 Federation Honorary and Life Members
  - 7.1.8 Dual Members
  - 7.1.9 Retired Members
  - 7.1.10 Association Honorary Members
  - 7.1.11 Association Life Members
- 7.2 Active Members
  - 7.2.1 Qualifications
    - 7.2.1.1 Any individual professionally engaged or interested in advancement of knowledge relating to the objectives of the Federation and the Association.
  - 7.2.2 Rights and Privileges
    - 7.2.2.1 Shall be an eligible voting member of the Association.
    - 7.2.2.2 Shall have all the rights and privileges granted by the Federation and Association including the rights to hold office and serve on the Committees.
    - 7.2.2.3 Shall be entitled to receive publications of the Federation, as authorized by its Board of Directors, and publications of

the Association as authorized by its Executive Committee, for the Active membership class.

7.3 Corporate Members

7.3.1 Qualifications

7.3.1.1 An organization engaged in the design, construction, operation, or management of water quality control systems.

7.3.1.2 May be a governmental agency.

7.3.1.3 May be an industrial organization.

7.3.1.4 May be any other corporate body or organization engaged in or interested in at least one of the stated objectives of the Federation and the Association.

7.3.2 Rights and Privileges

7.3.2.1 Shall be entitled to one representative who shall have all the rights and privileges of an Active Member. The representative may be changed at the discretion of the Corporate Member on written notice to the Executive Director of the Association.

7.4 Professional Wastewater Operations Members

7.4.1 Qualifications

7.4.1.1 An individual who is actively employed by the responsible operating entity on the facility site on a day-to-day basis in the operation and maintenance of wastewater collection facilities, wastewater treatment facilities, or wastewater laboratory is provided for such treatment facilities, or is an off-site private laboratory technical who routinely performs wastewater analyses, or retired there from; or, is a governmental, quasi-governmental or private entity responsible for the operation of one or more wastewater collection or treatment facilities with a total daily flow of less than 1 million gallons per day. The individuals, who represent the PWO members which are governmental, quasi-governmental or private entities described at Section 7.4.2.3, shall meet the criteria pertaining to individuals contained in this Subsection 7.4.1.1.

7.4.2 Rights and Privileges

7.4.2.1 Shall be an eligible voting member of the Association.

7.4.2.2 Shall have all the rights and privileged granted to the PWO class of membership by the Federation and Association including the rights to hold office and serve on committees.

7.4.2.3 An individual who is an employee of a governmental, quasi-governmental or private entity and who has been designated as a representative and who meets the “individual” criteria shall have all the rights and privileges of a PWO member.

7.4.2.4 Shall be entitled to receive publications of the Federation, as authorized by its Board of Trustees, and publications of the Association, as authorized by its Executive Committee, for the PWO membership class.

## 7.5 Student Members

### 7.5.1 Qualifications

7.5.1.1 A Student who is regularly enrolled in a college or university at least one-half time.

7.5.1.2 May not retain this class of membership beyond the first anniversary date following termination of qualifications as a Student Member.

### 7.5.2 Rights and Privileges

7.5.2.1 Shall have all the rights and privileges of an Active Member except holding Association and Federation office.

## 7.6 Association Members

### 7.6.1 Qualifications

7.6.1.1 An individual employed or interested in the advancement of knowledge relating to the objectives of the Association.

### 7.6.2 Rights and Privileges

7.6.2.1 Shall be an eligible voting member of the Association.

7.6.2.2 Shall have all the rights and privileges granted by the Association including the rights to serve on committees but excluding the rights to hold Association and Federation office, chair a District or serve on the Nominating Committee.

7.6.2.3 Shall be entitled to receive publications of the Association as authorized by its Executive Committee, for the Association membership class.

## 7.7 Association Student Members

### 7.7.1 Qualifications

7.7.1.1 Student Members of the Association may include any student of a high school or an institution of higher learning pursuing courses or training which would lead to a career in the water quality control field. Association Student

memberships are valid only while enrolled as a full-time high school student or meet the qualifications of Section 7.5.1.

7.7.2 Rights and Privileges

7.7.2.1 Shall have all the rights and privileges of an Association Member.

7.8 Federation Honorary Members and Federation Life Members

7.8.1 Qualifications

7.8.1.1 Federation Honorary Members and Federation Life Members are eligible to apply to the Association for Association membership if they reside in or if their place of business is in South Carolina; if they are non-residents and their place of business is outside of South Carolina, they shall be eligible to apply for Dual Membership.

7.8.2 Rights and Privileges

7.8.2.1 A Federation Honorary Member or Federation Life Member accepted as an Association Member shall have all the rights and privileges of such membership class.

7.8.2.2 Individuals eligible for this class of membership are not precluded from being an Active Member and having all the rights and privileges of an Active Member.

7.9 Dual Members

7.9.1 Qualifications

7.9.1.1 Shall be an individual whose residence or place of business is outside of South Carolina and who is an Active Member in good standing of any other Member Association of the Federation.

7.9.2 Rights and Privileges

7.9.2.1 Shall have all the rights and privileges of an Active Member except for voting and holding office.

7.10 Retired Members

7.10.1 Qualifications

7.10.1.1 Any individual retired from and not currently professionally affiliated with the water quality field.

7.10.2 Rights and Privileges

7.10.2.1 Shall have all the rights and privileges of an Active Member except holding Federation office.

7.10.2.2 May not retain this class of membership beyond the first anniversary date following re-employment and/or professional affiliation within the water quality field.

7.10.2.3 Time accrual as a Retired Member will not be counted as part of the thirty-five (35) year membership requirement for Life Membership.

## 7.11 Association Honorary Members

### 7.11.1 Qualifications

7.11.1.1 Honorary Members of the Association shall be elected by a two-thirds (2/3) vote of eligible voting members present and voting at any Annual Meeting. A candidate for honorary membership must have either contributed outstanding service to his community, advanced to a considerable degree of knowledge in the water quality control field, or have made a noteworthy contribution to the objectives of the Association.

7.11.1.2 Nomination for Association Honorary membership shall be made by the Nominating Committee.

### 7.11.2 Rights and Privileges

7.11.2.1 Shall have all the rights and privileges granted by the Association to a member in the membership class held before Honorary Membership was granted, except that he/she will pay no Association dues. However, an Association Honorary Member who does not continue to pay Federation dues or become a Federation Honorary Member will no longer receive publications or other services from the Federation.

7.11.2.2 Candidates for Honorary membership shall be recognized immediately after satisfying the criteria for this class and upon being selected by placing an announcement in the *Journal*. The recipient shall be awarded a certificate by the Association.

## 7.12 Association Life Members

### 7.12.1 Qualifications

7.12.1.1 Life Members of the Association shall be elected by two-thirds (2/3) vote of the Executive Committee present and voting at an Executive Committee Meeting. Candidates for life membership shall have met the following criteria:

- 1) Have been an eligible voting member for (30) or more years; or



- 2) Is a life member of the Federation and has been an eligible voting member of the Association for the immediately preceding five (5) year period.

#### 7.12.2 Rights and Privileges

7.12.2.1 Shall have all the rights and privileges granted by the Association to a member in the membership class held before Life membership was granted, except that he/she will pay no Association dues. However, an Association Life Member who does not continue to pay Federation dues or become a Federation Life Member will no longer receive publications or other services from the Federation.

7.12.2.2 Candidates for Life membership shall be recognized immediately after satisfying the criteria for this class and upon being selected. The recipients shall be awarded a certificate by the Association to be presented at the Annual Meeting.

## **8.0 DUES**

### 8.1 Payment of Dues

8.1.1 For each active, Corporate, PWO, Retired and Dual Member, the annual dues shall be determined by the Executive Committee and shall include the current dues for each class of membership as established by the Board of Trustees of the Federation.

8.1.1.1 Annual dues will be billed directly to Association Members by the Federal Executive Director. Dues shall be payable within one (1) month after member's anniversary date.

8.1.1.2 Dues are payable for a twelve (12) month period beginning with the first date of membership that is defined as the anniversary date.

8.1.2 Members in other classes of membership shall pay dues as established by the Executive Committee but shall not include dues in the membership of the Federation. These dues shall be billed and received by the Executive Director.

8.1.3 For Active or PWO Members who qualify for Federation Life membership or Federation Honorary membership, all Association dues shall be waived.

8.1.4 Honorary Members, Life Members, Student Members and Association Student Members shall be exempt from dues payable to the Association; provided, however, that dues for membership in additional Districts shall be paid.

## 8.2 Subscription Included Dues

8.2.1 All members certified to the Federation by the Association shall be entitled to such publications of the Federation as may be approved by its Board of Trustees for the appropriate membership class. All members shall be entitled to the publications of the Association as may be approved by its Executive Committee for the appropriate membership class.

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

## 8.3 District Activities Included in Dues

8.3.1 Ten dollars (\$10.00) of Association membership dues shall be set aside for District membership. Membership in any additional District shall be ten dollars (\$10.00) per District.

## 8.4 Dispensation of Fees

8.4.1 Only eligible voting members shall have the right to inquire into or make specific recommendations as to the dispensation of such fees and dues at any Annual Meeting.

## 8.5 Arrears

8.5.1 Members whose dues have not been paid within one (1) month after the anniversary date will be given notice of such default by the Secretary. If the dues remain unpaid fifteen (15) days after such notice, the member is default. Upon such default, the Executive Committee may provide such defaulting member notice of expulsion pursuant to Section 9.2.1.

8.5.2 Members who are in default may be reinstated without payment of Association back dues with the approval of the Executive Committee if such member has not been expelled from membership pursuant to Section 9.2.1. Members who are in default will lose time accrued towards the thirty (30) year membership requirement for Association Life membership.

## **9.0 ADMISSION AND EXPULSION**

### 9.1 Admission

9.1.1 Applications for membership will be reviewed by the Secretary according to the policies established by the Executive Committee.

9.1.2 There shall be no admission fee.

9.1.3 Applications for membership must obtain the written endorsement of at least (1) eligible voting member of the Association.

### 9.2 Expulsion

9.2.1 Any member may be expelled from the Association for good and sufficient reason except as provided in Section 8.5, by two-thirds

(2/3) vote of the Executive Committee, finding such member guilty of professional misconduct, or of personal or professional activities or delinquencies reflecting discredit to the Association pursuant to the procedures set forth herein. The Association shall provide not less than fifteen- (15) days prior written notice of the termination and the reasons therefore; and an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of termination by the Executive Committee. The said members shall also, upon written request to the next elected President, be given an opportunity to have his case reinvestigated and judged by the new Executive Committee. The decision of this Executive Committee shall be final.

## **10.0 EXECUTIVE COMMITTEE**

10.1 The Executive Committee shall be the steering body of the Association and shall serve as the Board of Directors for purposes of the South Carolina Nonprofit Corporation Act of 1994 (the “Act”). All corporate powers shall be exercised by and under the authority of, and the affairs of the Association managed under the direction of the Executive Committee. Except to the extent otherwise required by the provisions of the Act, these Bylaws, or the Certificate of Incorporation of the Association; the powers herein or otherwise granted to the Association may be exercised by the Executive Committee, acting through the officers of the Association, without any further consent on the part of the Members. All members of the Executive Committee shall be natural persons.

### **10.2 Membership**

10.2.1 The Executive Committee shall consist of elected officers, directors, the immediate past President and District Chairs.

10.2.1.1 The Association President (1)

10.2.1.2 The Association President-Elect (1)

10.2.1.3 The Association First Vice President (1)

10.2.1.4 The Association Second Vice President (1)

10.2.1.5 The Association Secretary (1)

10.2.1.6 The Association Treasurer

10.2.1.7 The Latest Living Association Past President (1)

10.2.1.8 The Association District Chairs (10)

10.2.1.9 Federation Delegates (2)

10.2.1.10 Past Federation Delegate Member of WEF Executive Committee.

10.3 Presiding Officer

10.3.1 The Association President shall be the presiding officer of the Executive Committee.

10.4 Quorum

10.4.1 A quorum of the Executive Committee shall consist of a majority of its members. No member shall have more than one vote.

10.5 Duties of the Executive Committee

10.5.1 Shall be the representative of the Association and shall manage its affairs and establish policies subject to the conditions and limitations prescribed in the Bylaws.

10.5.2 Shall receive all committee reports and take appropriate action on recommendations made in these reports where required.

10.5.3 Shall direct the investment and care of the funds of the Association.

10.5.4 Shall make funds available for regular operation of the Association and for specific purposes. No financial commitments shall be incurred that are beyond the funds available or otherwise due.

10.6 District Chairs

10.6.1 District Chairs shall represent the Association in the conduct of all business by the Association. They shall serve as liaisons to Districts and Standing Committees and perform such other duties as may be assigned by the President or by Executive Committee action.

10.6.2 A District Chair can be removed only if such individual no longer occupies the position of a District Chair in the Association.

10.7 Federation Directors

10.7.1 The Federation Delegates shall represent the Association in the conduct of all business by the Association and the Board of Trustees of the Federation.

10.7.2 The Association shall appoint its Federation Delegate(s) by majority vote of the Executive Committee meeting held during the Association Annual Conference. Delegate(s) will be selected by the Nominating Committee based on capability and financial ability to attend Federation Conferences.

10.7.3 The term of the Federation Delegate or Delegates shall be three (3) years as determined by the annual meetings on the federation. The Delegate or Delegates shall not be eligible to succeed themselves, in consecutive terms. (Although the Federation Delegate or Delegates are elected at the Annual Conference of the Association

prior to the annual meeting of the Federation Board of Trustees, the term of Office does not become effective until such meeting.)

10.7.4 In the case of a vacancy, the Nominating Committee shall promptly select a nominee. Such nominees may be voted on at a regular meeting of the Executive Committee. The nominee receiving a majority vote of the Executive Committee members voting shall be declared elected. The Delegate so selected shall take office immediately and shall continue in office until a successor is elected.

10.7.5 The Federation Delegates can be removed only by a majority vote of the Executive Committee.

#### 10.8 Past Federation Delegate Member of WEF Executive Committee

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

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

#### 10.9 Compensation

10.9.1 Except as otherwise provided in these Bylaws, members of the Executive Committee shall not receive any salaries for their services; however, by resolution of the Executive Committee, any member of the Executive Committee may be reimbursed for his actual expenses incurred in the performance of his duties as a member of the Executive Committee. In view of the substantial time and effort required to fulfill their duties, the Secretary and Treasurer shall be entitled to receive subsistence as established from time to time by the Executive Committee. Nothing herein contained shall be construed to preclude any member of the Executive Committee from serving the Association in any other capacity and receiving compensation there from.

#### 10.10 Consent

10.10.1 Any action required or permitted by law to be taken at a meeting of the Executive Committee may be taken without a meeting if a consent or consents, in writing, setting forth the action so taken shall be signed by all of the members of the Executive Committee, which consent shall be filed with the Secretary of the Association as part of the Association's records. Actions under this section are effective when the last member of the Executive Committee executes consent.

## **11.0 OFFICERS**

11.1 The officers of the Association shall be President, President-Elect, First Vice President, Second Vice President, Secretary, Treasurer and the Latest Living Past President.

11.2 Duties and Functions

11.2.1 President

11.2.1.1 General supervision of the affairs of the Association.

11.2.1.2 Preside at all meetings of the Association and meetings of the Executive Committee.

11.2.1.3 Perform such other duties as pertaining to the Office of President.

11.2.1.4 Function as an Ex-Officio member of all committees, other than the Nominating Committee, and appoint chair of all committees where membership is not otherwise specified in the Bylaws.

11.2.1.5 Present a report for each calendar year at the Annual Meeting of the Association.

11.2.2 President-Elect

11.2.2.1 Assist the President and President-Elect in the performance of prescribed duties.

11.2.2.2 Preside at meetings in the absence of the President.

11.2.2.3 Function as an Ex-Officio member of all committees other than the Nominating Committee, and appoint the Chair-Elect of all committees where membership is not otherwise specified in the Bylaws.

11.2.2.4 Perform such other duties pertaining to the office of President-Elect.

11.2.2.5 In the event the President cannot act, the President-Elect shall act.

11.2.3 First Vice President

11.2.3.1 Assist the President and President-Elect in the performance of prescribed duties and serve as coordinator of District activities.

11.2.3.2 Preside at meetings in the absence of the President and the President-Elect.

11.2.3.3 Function as an Ex-Officio member of all committees other than the Nominating Committee, and appoint the Vice-Chair of all committees where membership is not otherwise specified in the Bylaws.

11.2.3.4 Perform such other duties pertaining to the office of First Vice President.

11.2.3.5 In case the President and President-Elect cannot act, the First Vice President shall act.

#### 11.2.4 Second Vice President

11.2.4.1 Assist the President, President-Elect, & First Vice President in the performance of prescribed duties.

11.2.4.2 Preside at meetings in the absence of the President, the President-Elect, and the First Vice President.

11.2.4.3 Perform such other duties pertaining to the office of the Second Vice President.

11.2.4.4 In case the President, President-Elect and First Vice President cannot act, the Second Vice President shall act. In case the Second Vice President cannot act, the Latest Living Past President shall do so. The Executive Committee shall elect one of its members to act if the Past President cannot do so.

#### 11.2.5 Secretary

11.2.5.1 Serve as the Executive Secretary of the Association, and operate under the general direction of the President and the Executive Committee.

11.2.5.2 Oversee the recording of all meeting proceedings of the Executive Committee.

11.2.5.3 Reviews membership records to determine members eligible for the Association Life Member membership classification and presents names to the Executive Committee.

11.2.5.4 Upon retiring from office, turn over to his successor or to the President, all records, letters, information or other property of the Association in his custody. The incoming Secretary or the President shall give the retiring Secretary a receipt for all such records and property turned over.

#### 11.2.6 Treasurer

11.2.6.1 Oversee that all monies due to the Association and the Federation are in proper accounts and custody; responsible for maintaining the financial records of the Association; and invest funds as directed by the Executive Committee. The Treasurer shall be bonded or equivalent.

11.2.6.2 Present at the Annual Meeting of the Association a Treasurer's report to include a financial statement

showing expenditures and income associated with the Association.

11.2.6.3 Present to the Executive Committee a written report showing amounts budgeted and the amounts received and spent for each line item in the Association's Annual Budget at the close of the Association's budget year. This report shall be published by the second copy of the *Journal* after the Annual Meeting.

11.2.6.4 Consult with the officers of the Association as to custody and investment of funds and preparation of an annual budget.

11.2.6.5 Perform such other duties as may be assigned by the Executive Committee.

11.2.6.6 Upon retiring from office, turn over to his successor or to the Audit Committee, all financial records and other property of the Association in his custody. The incoming Treasurer, or the Audit Committee, shall give the retiring Treasurer a receipt for such records and property turned over.

#### 11.2.7 Latest Living Past President

11.2.7.1 Shall serve on the Executive Committee in the conduct of all business by the Association.

11.2.7.2 Shall serve as Executive Committee liaison to the Finance Committee.

#### 11.3 Terms of Office

11.3.1 The terms of the office of the President, President-Elect, First Vice President, Second Vice President, Secretary, Treasurer and the Latest Living Past President shall be for one (1) year, which term shall start immediately following the close of the Association Annual Meeting, at which time each officer shall be elected by a majority vote of the voting members of the Association voting as a single class, and continue until their successors qualify. Officers who serve full terms shall not be eligible to succeed themselves in consecutive terms, excepting the office of Secretary and Treasurer.

#### 11.4 Nominations and Election of Officers

11.4.1 Nominations for each elective office for the following year shall be received and considered by the Nominating Committee. The Committee, through its chair shall report to the President and the Secretary at least thirty (30) days prior to the Annual Meeting of the Association its selection of one or more candidates for each office required to be filled. All nominees shall have signified their willingness to serve.



- 11.4.2 The Secretary shall transmit the report of the Nominating Committee to the Association membership present at the Annual Meeting. The eligible voting members of the Association shall elect officers at the Annual Meeting by a majority vote. Nominations may be made from the floor by eligible voting members present. If more than one name is placed in nomination for office, voting shall be by ballot and the nominee receiving a majority of the votes cast shall be declared elected.
- 11.4.3 Should any nominee for office not receive a majority of the votes cast for that office, the names of the two nominees receiving the greatest number of votes shall be resubmitted immediately for consideration.
- 11.4.4 In the case of a vacancy in an elected office, the Nominating Committee shall promptly select a nominee for the office. Such nominees may be voted on at a regular meeting of the Executive Committee. The nominee receiving a majority of the votes of the Executive Committee voting shall be declared elected. The officer so selected shall take office immediately and shall continue in office until a successor is elected.
- 11.4.5 The President shall be ineligible for re-election. This prohibition shall not apply to a person acting as President in the absence of the President. However, if any of the officers serving as President or President-Elect, have been elected to fill a vacancy, and will have served in their present office less than six months; such officer shall be eligible for re-election to the same office for one full term of office.
- 11.5 Removal of Officers
- 11.5.1 An officer may be removed by majority vote of the membership at a meeting at which one of the purposes of the meeting is removing such officer. The meeting notice shall state that the purpose or one of the purposes of the meeting is removal.

## **12.0 ASSOCIATION MANAGEMENT**

### **12.1 Executive Director**

- 12.1.1 The Executive Director is selected by the Executive Committee.
- 12.1.2 Charged with carrying out the policies and goals of the Association as stated in the Bylaws, under the overall supervision of the Executive Committee through the Joint Steering Committee.
- 12.1.3 Operates under the general direction of the President and the Executive Committee through the Joint Steering Committee.

## **13.0 MEETINGS**

### **13.1 Annual Conference and Annual Meeting**

13.1.1 An Annual Conference and Annual Meeting of the Association shall be held at the time and place selected by the Executive Committee.

13.1.2 Each Person attending the Annual Conference shall pay a registration fee of such amount as may be determined by the Executive Committee.

13.1.3 An Annual Meeting of the Association shall be held during the Annual Conference to receive reports of officers and committees, to elect officers, and carry on other business of the Association.

### **13.2 Special Meetings**

13.2.1 Special meetings of the Association may be held at such other times and place as requested by the Executive Committee or upon the petition of 10 percent of eligible voting members.

### **13.3 Notices**

13.3.1 Notices of all conferences and meetings of the Association shall be sent to all Members by the Secretary or under his/her supervision, at least thirty (30) days in advance of any conference or meeting.

### **13.4 Executive Committee Meetings**

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

13.4.2 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.

13.4.3 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.

13.4.4 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.

13.4.5 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.

### 13.5 Quorum

13.5.1 Fifty (50) eligible voting members shall constitute a quorum for the transaction of business at any Annual or other meeting of the Association. Each eligible voting member shall be entitled to one vote on each matter. Voting by proxy is prohibited.

### 13.6 Action By Members

13.6.1 Unless otherwise provided by the Act, the Articles of Incorporation or these Bylaws, a majority of the total votes cast in person at a duly called meeting of the eligible voting members of the Association or by written ballot as directed by the Executive Committee shall be the vote required to pass motions, make decisions and govern the administration of the Associations.

## 14.0 DISTRICTS

### 14.1 District Boundaries

14.1.1 In order to further promote the objectives of the Association and to provide local forums of professional advancement, the membership shall be divided into geographic areas referred to as Districts. These Districts shall function as committees. There shall be a total of ten (10) Districts. The Districts and their boundaries shall be as follows:

- 1) Blue Ridge Foothills – (Anderson, Greenville, Oconee, Pickens, Spartanburg Counties)
- 2) Upper Savannah – (Abbeville, Edgefield, Greenwood, Laurens, McCormick, Saluda Counties)
- 3) Capital – (Fairfield, Lexington, Newberry, Richland Counties)
- 4) Swamp Fox – (Clarendon, Kershaw, Lee, Sumter Counties)
- 5) Pee Dee – (Chesterfield, Darlington, Dillon, Florence, Marion, Marlboro Counties)
- 6) Catawba – (Cherokee, Chester, Lancaster, Union, York Counties)
- 7) Low Country – (Berkeley, Charleston, Dorchester Counties)
- 8) Sea Island – (Beaufort, Colleton, Hampton, Jasper Counties)
- 9) Lower Savannah – (Aiken, Allendale, Bamberg, Barnwell, Calhoun, Orangeburg Counties)
- 10) Waccamaw – (Georgetown, Horry, Williamsburg Counties)

## 14.2 District Members

- 14.2.1 All Members of the Association residing in South Carolina shall be members of the District in which they reside. Members not residing in South Carolina should indicate to the Secretary the District with which they 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 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 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 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.

## 15.0 COMMITTEES

- 15.1 The Executive Committee shall have the power to create committees composed of members of the Executive Committee. These Committees may be established from time to time by a resolution adopted by a majority of the Executive Committee present at a duly called meeting. Such Committees shall perform such duties and have such powers as may be provided in the resolution, but shall not have, nor exercise, the authority of the Executive Committee in the management of the affairs of the Association. Each Committee shall be composed of two or more members of the Executive Committee, who shall serve at the pleasure of the Executive Committee. Only members of the Executive Committee shall serve as members of such committees. A committee may not authorize distribution; approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all the Association's assets; elect, appoint, or remove members of the Executive

Committee or fill vacancies on the Executive Committee or any committee; or adopt, repeal, or amend the Bylaws.

- 15.2 Each committee, as described in Section 15.1 may adopt rules for the conduct of its own business not inconsistent with these Bylaws, the terms of the Executive Committee resolution designating the committee, or with rules adopted by the Executive Committee.
- 15.3 The Executive Committee shall have the power to establish, by resolution adopted by a majority of Executive Committee present at a duly called meeting, such standing or special committees, hereinafter called the Working Committees, as the Executive Committee determines appropriate. The Working Committee shall make recommendations to the Executive Committee which must be approved or adopted by the Executive Committee before any recommended action is taken by the Association. The Working Committee shall not have and shall not exercise the authority of the Executive Committee.
- 15.4 There shall be a Nominating Committee. This Committee shall be elected by the membership at the Annual Meeting one (1) year in advance of the time that the committee is to bring recommendations for nominees for the elective offices of the Association. The Nominating Committee will be elected each year from the floor with a minimum of nine (9) persons being nominated and the membership voting in secret ballot for five (5) of the nine (9). The nominees shall be Active or PWO members of the Association. The Five (5) receiving the highest vote shall be declared the Nominating Committee for the following year, with one (1) receiving the highest vote being Chair. The Nominating Committee elected at the previous Annual Meeting shall present one (1) name for each of the elected officers of the Association at the Annual Meeting of the Association. At least two (2) minutes shall be reserved to receive additional nominations from the floor after which a simple majority vote of a quorum of eligible members present shall constitute election. In selecting nominees, the Nominating Committee shall consider:
- 1) A candidate's participation in a District as well as the Association.
  - 2) The length of the Membership where membership in the Association is less than five years.

The Nominating Committee shall nominate for appointment the Association's Federation Director(s) at the Executive Committee meeting held during the Annual Conference. The Nominating Committee shall consider, review, and make nominations in accordance with the selection criteria set forth in Section 7.11 for Honorary membership into the Association.

- 15.5 There shall be an Auditing Committee. The Auditing Committee shall hire an external auditor to audit/review the financial books of the Association annually, making a report at the Annual Meeting of the Association. A

similar audit will be made upon retirement of the Treasurer. The Treasurer shall, upon request from the Auditing Committee, turn over all books and records for such audit.

## **16.0 PUBLICATIONS**

16.1 Publications of the Association shall be issued under direction of the Executive Committee.

## **17.0 NON-LIABILITY OF OFFICERS**

17.1 The Executive Committee and officers shall not be liable for debts, liabilities, or other obligations of the Association.

## **18.0 LIABILITY AND INDEMNIFICATION**

18.1 No member of the Executive Committee, Director, or other Officer of the Association or Districts shall be liable to any member for any decision, action or omission made or performed by such member of the Executive Committee, Director, or Officer of the Association or Districts in the course of his duties unless such member of the Executive Committee, Director, or Officer of the Association or Districts acted in bad faith or in reckless disregard of the rights of any person or of the terms of the Certification of Incorporation of these Bylaws.

18.2 The Association shall indemnify and defend each member of the Executive Committee, Director, and officer of the Association or Districts to the extent and in a manner permitted by law, from any liabilities claimed or imposed against him by reason of his position or decision, action, or omission as a member of the Executive Committee, Director, or Officer of the Association or Districts if all of the following conditions are satisfied:

18.2.1 Such member of the Executive Committee, Director, or Officer of the Association or District has not acted in bad faith or in reckless disregard of the rights of any person or to the terms of the Articles of Incorporation or these Bylaws.

18.2.2 Such member of the Executive Committee, Director, or Officer of the Association or Districts reasonably believed:

- 1) In the case of conduct in his official capacity with the Association that his conduct was in its best interest.
- 2) In other cases, that his conduct was at least not opposed to its best interests; and
- 3) In the case of criminal proceedings, he had no reasonable cause to believe his conduct was unlawful.

18.2.3 Such Member of the Executive Committee, Director or Officer of the Association or Districts gives the Association adequate notice of the claim or imposition of liability to permit the Association reasonable opportunity to defend against the same; and

18.2.4 Such member of the Executive Committee, Director or Officer of the Association or Districts cooperates with the Association defending against the Liability.

18.3 The expense of indemnifying a member of the Executive Committee, Director or Officer of the Association or Districts as provided herein shall be an expense of the Association and shall be borne by all members, including such member of the Executive Committee or Officer of the Association or Districts.

18.4 An Executive Committee member may not be indemnified until twenty (20) days after South Carolina Attorney General has received written notice of proposed indemnification.

## **19.0 RULES AND REGULATIONS**

19.1 Executive Committee, annual, and special meetings, shall be conducted according to the latest edition of "Robert's Rules of Order, Revised.

19.2 To effectively carry out the objectives 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.

## **20.0 AMENDMENT**

20.1 Amendments to these Bylaws may be proposed by a majority of the Executive Committee or through it, on petition of ten percent (10%) of eligible voting members. All proposed amendments shall be submitted in writing to the Executive Committee.

20.2 These Bylaws may be amended at any regular annual meeting of the Association, a quorum being present, by a two-thirds (2/3) vote of the eligible members present and voting, provided that such amendment has been submitted in writing, to the membership not less than thirty (30) days prior to the date of the regular business meeting at which it is to be voted upon. The amendment shall bear the caption "Proposed Amendment of the Bylaws Section No. -----," followed by the date for balloting on same. The Executive Committee shall not have the power to adopt, amend or repeal any of these Bylaws.

## **21.0 DISSOLUTION**

21.1 Upon the dissolution of the Association, the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization

or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for each purpose.