

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

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Effective March 13, 2019

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 “WEF”, 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 WEF.

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 advancement 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 objectives of the Association are in harmony with the Mission, Vision, and Strategic Direction and Plan of WEF.

5.0 SERVICE AREA

- 5.1 The exclusive service area of the Association shall consist of the State of South Carolina, which shall not overlap another Member Association service area.
- 5.2 Any revision to establish service areas or the establishment of any new service area must follow the procedure established in the WEF 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 WEF Individual, WEF Professional Operator (a.k.a. PWO) or Association (WEASC) Members, as prescribed in this document.
- 6.3 The membership of the Association shall consist of persons and organizations interested in the advancement of knowledge relating to the mission and critical objectives of the Association. WEF Individual Members may join one or multiple Member Associations. WEASC state officers are not to hold a state officer position in another member association (MA) concurrently. WEF members shall have all the rights and privileges granted by the MA including the right to vote and to hold office as provided in the WEF Constitution and Bylaws.

7.0 MEMBERSHIP CLASSIFICATIONS, QUALIFICATIONS, AND PRIVILEGES

- 7.1 Membership Classes
 - 7.1.1 WEF Individual Members
 - 7.1.2 WEF Group Members
 - 7.1.3 WEF Professional Operator (a.k.a PWO) Members
 - 7.1.4 WEF Student Members
 - 7.1.5 Association (WEASC) Members
 - 7.1.6 Association (WEASC) Student Members
 - 7.1.7 WEF Honorary and WEF Life Members
 - 7.1.8 Dual Member Association (MA) Members

- 7.1.9 Association (WEASC) Honorary Members
- 7.1.10 Association (WEASC) Life Members
- 7.2 WEF Individual Members
 - 7.2.1 Qualifications
 - 7.2.1.1 Any individual interested in the advancement of knowledge relating to the mission and critical objectives of WEF 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 WEF and the Association including the rights to vote and hold office as provided for in the WEF Constitution and Bylaws.
 - 7.2.2.3 Shall be entitled to receive publications of WEF, as authorized by its Board of Trustees, and publications of the Association as authorized by its Executive Committee, for the WEF Individual Members class.
- 7.3 WEF Group Members
 - 7.3.1 Qualifications
 - 7.3.1.1 Any group or organization interested in the advancement of knowledge relating to the mission and critical objectives of WEF.
 - 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 WEF and the Association.
 - 7.3.2 Rights and Privileges
 - 7.3.2.1 Shall have all the rights and privileges granted by WEF, including the right of its authorized representative to vote, as provided for in the WEF Constitution and Bylaws.
- 7.4 WEF Professional Operator (a.k.a. PWO) 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 provided for such treatment facilities or is an off-site private laboratory technician who routinely

performs wastewater analyses. Utility managers, engineers, consultants, manufacturer representatives, attorneys, academics, etc., do not qualify for this category.

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 privileges granted to the WEF Professional Operator (a.k.a. PWO) class of membership by WEF and the Association, including the rights to hold office and serve on committees.

7.4.2.3 Shall be entitled to receive publications of WEF, as authorized by its Board of Trustees, and publications of the Association, as authorized by its Executive Committee, for the WEF Professional Operator (a.k.a. PWO) membership class.

7.5 WEF 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 WEF Student Member.

7.5.2 Rights and Privileges

7.5.2.1 Shall have all the rights and privileges of a WEF Individual Member except holding Association and WEF office.

7.6 Association (WEASC) 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, and who is not a member of WEF.

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 WEF 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 (WEASC) Members class.

- 7.7 Association (WEASC) Student Members
 - 7.7.1 Qualifications
 - 7.7.1.1 Association (WEASC) 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 (WEASC) 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 (WEASC) Member.
- 7.8 WEF Honorary Members and WEF Life Members
 - 7.8.1 Qualifications
 - 7.8.1.1 WEF Honorary Members and WEF Life Members are eligible to apply to the Association for Association (WEASC) 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 Member Association (MA) Membership.
 - 7.8.2 Rights and Privileges
 - 7.8.2.1 A WEF Honorary Members and WEF Life Member accepted as an Association (WEASC) 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 a WEF Individual Member and having all the rights and privileges of a WEF Individual Member.
- 7.9 Dual Member Association (MA) 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 a WEF Individual Member in good standing of any other Member Association of WEF.
 - 7.9.2 Rights and Privileges
 - 7.9.2.1 Shall have all the rights and privileges of a WEF Individual Member except for voting and holding office.

7.10 Association (WEASC) Honorary Members

7.10.1 Qualifications

7.10.1.1 Association (WEASC) 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.

7.10.1.2 Nomination for Association (WEASC) Honorary membership shall be made by the Nominating Committee.

7.10.2 Rights and Privileges

7.10.2.1 Shall not have all the rights and privileges granted by the Association.

7.10.2.2 Candidates for Association (WEASC) 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.

7.11 Association (WEASC) Life Members

7.11.1 Qualifications

7.11.1.1 Association (WEASC) Life Members 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 thirty (30) or more years; or
- 2) Is a life member of WEF and has been an eligible voting member of the Association for the immediately preceding five (5) year period.

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 Life membership was granted, except that he/she will pay no Association dues. However, an Association (WEASC) Life Member who does not continue to pay WEF dues or become a WEF Life Member will no longer receive publications or other services from WEF.

7.11.2.2 Candidates for Association (WEASC) 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 WEF Membership Classes/Categories.

For each class and category of WEF individual and group membership dues shall be determined by the WEF Board of Trustees.

8.1.2 Association (non-WEF) Membership Classes/Categories Members (non-WEF) shall pay dues as determined by the Executive Committee from time to time. On a case-by-case basis dues may be waived by the President, during the President's term, in consultation with the Executive Director and will be communicated to the Executive Committee.

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 application fee for membership.

9.2 Expulsion

9.2.1 Any member may be expelled from the Association for good and sufficient reason except as provided in Section 9.3, 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.

9.3 Arrears

9.3.1 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 sixty (60) 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.

- 9.3.2 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 (WEASC) Life membership.

10.0 MANAGEMENT

- 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, WEF Delegate(s) elected by the Association, who serve as the member(s) of the WEF House of Delegates, the designated Last Willing and Able 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 (1)
- 10.2.1.7 The Last Willing and Able Past President (1)
- 10.2.1.8 The Association District Chairs (10)
- 10.2.1.9 WEF Delegates (2)

10.3 Presiding Officer

- 10.3.1 The Association President, or designated officer in accordance with Section 11.2, 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 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.

10.6 Duties of the Executive Committee

10.6.1 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.

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

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

10.6.4 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.

10.7 District Chairs

10.7.1 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.

10.7.2 A District Chair can be removed by the Executive Committee if such individual is no longer willing or able to perform duties as District Chair, or has been properly voted for removal by District members, or is expelled as a member of the Association.

10.8 WEF Delegates

10.8.1 WEF Delegates shall represent the Association in the conduct of all business by the WEF House of Delegates, and other duties as prescribed in the WEF Constitution and Bylaws, for a term of service designated by the WEF Constitution and Bylaws (3 years), and be a member in good standing of WEF.

10.8.2 The Association shall appoint its WEF 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 WEF Conferences.

10.8.3 The term of the WEF Delegate or Delegates shall be three (3) years as determined by the annual meeting of WEF. The Delegate

or Delegates shall not be eligible to succeed themselves, in consecutive terms. (Although the WEF Delegate or Delegates are elected at the Annual Conference of the Association prior to the annual meeting of the WEF House of Delegates, the term of Office does not become effective until such meeting.)

10.8.4 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.

10.8.5 The WEF Delegates can be removed only by a majority vote of the Executive Committee.

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 Action without a Meeting

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.

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 shall be entitled to make such rules or regulations for the conduct of meetings of the Association as it shall deem necessary, appropriate or convenient. Subject to such rules and regulations of the Executive Committee, if any, the President or if not the President, the delegated presiding official for the meeting, as designated by the President, shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such presiding official, are necessary, appropriate or convenient for the proper conduct of the meeting. Unless, and to the extent, determined by the Executive Committee or such presiding official for the meeting, meetings shall not be required to be held in accordance with rules of parliamentary procedure.

10.12 State Officer Subcommittee of the Executive Committee

- 10.12.1 The State Officer Subcommittee of the Executive Committee shall consist of the Officers elected by the membership including the President, President-Elect, the First Vice President, the Second Vice President, Secretary, Treasurer and the designated Last Willing and Able Past President and Association elected WEF delegate(s). The provisions of Sections 10.4, 10.5, 10.9, and 10.10 apply to the State Officer Subcommittee. The State Officer Subcommittee shall have all power and authority of the Executive Committee; provided however, that the State Officer Subcommittee may not take the following actions: approve a dissolution or merger of the Association, or the sale, pledge or other transfer of all or substantially all of the Association's assets; elect, appoint, or remove Executive Committee members or fill vacancies on the Executive Committee or on any of its committees; hire or terminate the Executive Director, adopt, amend or repeal the Articles of Incorporation or Bylaws; or take such other actions as may be limited by the Act, as amended from time to time, or by the Executive Committee. All actions taken by the State Officer Subcommittee shall require ratification by the

Executive Committee at the next regular meeting of the Executive Committee.

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 Last Willing and Able 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 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 Last Willing and Able Past President shall do so. The Executive Committee shall elect one of its members to act if the Last Willing and Able 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 (WEASC) 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 WEF 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 in 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 Last Willing and Able 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 Last Willing and Able Past President shall be for one (1) year, which shall coincide with the WEASC fiscal year. The President, President-Elect, First Vice President, Second Vice President, Secretary, and Treasurer shall be elected by a majority vote of the voting members of the Association, at the Association Annual Meeting, 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 approved by the Executive Committee.

- 12.2 Association Staff
 - 12.2.1 Association staff may be hired as deemed necessary by the Executive Director in accordance with the approved budget.

13.0 MEETINGS

13.1 Annual Meeting

- 13.1.1 An Annual Meeting of the Association shall be held at the time and place selected by the Executive Committee.
- 13.1.2 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 ten percent (10%) of eligible voting members.

13.3 Meeting Notices

- 13.3.1 Notices of all conferences and meetings of the Association shall be in writing and sent to all members by the Secretary or under his/her supervision, at least thirty (30) days in advance of any conference or meeting. The date upon which such notice shall be deemed effective shall be determined in accordance with Section 13.3.1 of these Bylaws.

Unless otherwise provided in this Section 13.3.1, written notice is effective at the earliest of the following:

When received;

Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed;

On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed.

Written notice is correctly addressed to a member if addressed to the member's physical or electronic mail address shown in the Association's current list of members. A written notice or report delivered as part of a newsletter, magazine or other publication regularly sent to members constitutes a written notice or report if addressed or delivered to the member's address shown in the Association's current list of members, or in the case of members who are residents of the same household and who have the same

address in the Association's current list of members, if addressed or delivered to one of such members, at the address appearing on the Association's current list of members.

13.4 Quorum

13.4.1 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.

13.5 Action By Members

13.5.1 Unless otherwise provided by the South Carolina Nonprofit Corporation Act of 1994, 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 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.

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 choose to affiliate. Members may belong to more than one District upon the payment of an additional fee as established in the Organizational Manual.

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 a WEF Individual or WEF Professional Operator (a.k.a. PWO) Member of WEF. All other officers of the District must be eligible voting members of the Association. All officers' terms shall coincide with the WEASC fiscal year, 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.

14.4 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.

- 14.5 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.

15.0 COMMITTEES

- 15.1 Executive Sub-committees, Ad hoc Committees, and Working Committees may be formed as needed.

15.1.1 Executive Sub-committees

These temporary sub-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 sub-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 sub-committee shall be composed of, but not limited to, two or more members of the Executive Committee, who shall serve at the pleasure of the Executive Committee. A sub-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.

15.1.2 Ad hoc Committees

The Association President may appoint special committees ad hoc, as the need arises for some special task or purpose.

15.1.3 Working Committees

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 Committees undertake the routine tasks of planning, arranging, researching, reviewing and performing the needed functions to move the Association forward. Such committees may include, but are not limited to, preparing for conferences, workshops, publications, budgets, award recognition, bylaws, and technical subjects. Other than routine tasks to achieve the objectives of the Association, the Working Committees 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 Committees shall not have and shall not exercise the authority of the Executive Committee.

15.1.4 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.

15.2 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 elected 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 for the Nominating Committee shall be WEF members of the Association prior to their term beginning as a member of the Nominating Committee. 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 WEF Delegate(s) to the Executive Committee prior to the Annual Conference. The Nominating Committee shall consider, review, and make nominations in accordance with the selection criteria set forth in Section 7.10 for Association (WEASC) Honorary membership into the Association.

15.3 There shall be an Auditing Committee appointed by the Executive 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 INDEMNIFICATION

- 18.1 The Association shall indemnify, defend and hold harmless the Association's Officers and Executive Committee Members to the fullest extent permitted by, and in accordance with South Carolina Nonprofit Corporation Act of 1994. This plan of indemnification shall constitute a binding agreement of the Association for the benefit of the Officers and Executive Committee Members as consideration for their services to the Association, and may be modified or terminated by the Executive Committee Members only prospectively. Such right of indemnification shall not be exclusive of any other right which such Executive Committee Members, Officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of Members, insurance, provision of law, or otherwise, as well as their rights under this Section 18.1.
- 18.2 Indemnification Plan. The Executive Committee Members may from time to time adopt an Indemnification Plan implementing the rights granted in Section 18.1. This Indemnification Plan shall set forth in detail the mechanics of how the indemnification rights granted in Section 18.1 shall be exercised provided, that the Indemnification Plan shall include that the Executive Committee Members shall not be indemnified until twenty (20) days after effective written notice is given to the South Carolina Attorney General, as set forth in Section 33-31-855(d) of the Act.

19.0 POLICIES AND PROCEDURES

- 19.1 All policies and procedures are approved by the Executive Committee. The Association's policies and procedures can be found in the Organizational Manual.

20.0 AMENDMENT

- 20.1 Initiation and Review
- 20.1.1 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.
- 20.1.2 Proposed amendments shall be forwarded to the WEF Constitution and Bylaws Committee for review and evaluation as being in harmony with the WEF Constitution and Bylaws prior to being voted on by the MA membership.
- 20.1.3 On the instruction of the Executive Committee, notices of proposed amendments and the complete text of a proposed amendment, shall be sent to each eligible voting member at least 30 days before it is to be voted upon.

- 20.2 These Bylaws may be amended at any regular, annual or special 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 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. Except as required or permitted by law, the Executive Committee shall not have the power to unilaterally adopt, amend or repeal any of these Bylaws.
- 20.3 Adoption
- 20.3.1 Amendments to these Bylaws may be made by an affirmative vote of the eligible voting members present and voting at a meeting where a quorum has been declared and the notice provisions of this Section 20.2 have been met.
- 20.3.2 An amendment approved by the Association membership shall take effect immediately.

21.0 DISSOLUTION

- 21.1 Dissolution of the Association may take place with the consent of a minimum of 2/3 of the members of the Association. In the event of dissolution of the Association, the property and assets thereof, following satisfaction of all obligations and liabilities, shall be disposed of exclusively for the purposes of the Association as determined by the members at a meeting convened for the purpose of dissolution. Notice of dissolution shall be given to WEF within 30 days.