

**CONSTITUTION  
Of  
THE SOUTH CAROLINA WORKERS' COMPENSATION  
EDUCATIONAL ASSOCIATION**

**ARTICLE I. NAME AND INCORPORATION**

Section 1: Name. The name of this Association shall be The South Carolina Workers' Compensation Educational Association.

Section 2: Incorporation. This Association is now and shall remain incorporated in accordance with the laws of the state of South Carolina governing educational, charitable, and eleemosynary corporations not organized for the purpose of profit or gain to the members.

**ARTICLE II. PURPOSE AND FORM OF GOVERNMENT**

Section 1: Purpose. The Corporation is organized and operated exclusively for charitable and educational purposes as defined under section 501(c)(3) of the Internal Revenue Code of 1986 (and any corresponding provision of any future United States Internal Revenue Law).

The Corporation is formed to promote, encourage and conduct educational programs and seminars and to prepare and distribute educational materials pertaining to the South Carolina Workers' Compensation Act and its administration by the South Carolina Workers' Compensation Commission; provided, however that no part of the net earnings thereof shall inure to the benefit of any private shareholder or individual; provided, further, that no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this Constitution or Bylaws of the Corporation, the operations, activities and powers of the Corporation shall be limited to those permitted by an organization described in Internal Revenue Code 501 (c)(3). Notwithstanding any other provisions of this Constitution or the Bylaws of the Corporation, the objects and purposes for which this Corporation is organized are exclusively charitable or educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

Section 2: Government. The government of this Association is vested in its Board of Directors.

### **ARTICLE III. MEMBERSHIP**

Section 1: Types. There shall be three types of membership: Firm/Business, Individual, and Associate.

Section 2: Active Members. Active Members include Firm/Business Membership and Individual Membership classifications. Individuals (Individual Membership), or corporations, firms, partnerships or associations (Firm/Business Membership), either in the public or private sector, who are actively engaged in an ongoing basis in some aspect of involvement with the South Carolina Workers' Compensation Act are eligible to apply for active membership and when approved by the Board of Directors, and upon payment of such dues as may be specified by the Board of Directors, shall become active members.

Section 3: Associate Members. Individuals, firms, corporations, partnerships or associations who do not qualify for active membership and who have an interest in the administration of the Workers' Compensation Act or this Association, or individuals employed by a Firm/Business Member, may apply for associate membership and when approved by the Board of Directors, and upon payment of any dues specified by the Board of Directors, shall become associate members.

Section 4: Participation. Only active members shall be entitled to vote at any meetings of the Association at which a vote is taken. Each active member shall have only one vote including the President or presiding officer. The President or presiding officer may vote to create a tie. The President or presiding officer may vote to break a tie. The President or presiding officer may not twice vote, first to create a tie and then to break a tie.

Associate members may attend and participate in all meetings of the Association, but may not make nominations, originate motions or resolutions and may not vote on any matters.

Section 5: Dues. The Board of Directors may specify the annual dues for membership.

Section 6: Termination. Membership, active or associate, may be terminated by the Board of Directors for non-payment of dues or upon the Board of Directors concluding that a member has failed to display support for the objectives and goals of the Association and that it would be in the best interest of the Association to terminate that membership.

#### **ARTICLE IV. BOARD OF DIRECTORS AND DUTIES**

Section 1: Composition. The Association shall have a Board of Directors of twenty-one members, including ex-officio members, plus any past presidents who continue to serve as ex-officio members pursuant to the provisions of this Section. Three members of the South Carolina Workers' Compensation Commission shall be ex officio members of the Board of Directors as approved by the Chairman of the South Carolina Workers' Compensation Commission. The Chairman of the Governor's Advisory Committee on Workers' Compensation shall be an ex-officio member of the Board of Directors. The additional members of the Board shall be elected by the Association. Of the Board members elected by the Association, at least three directors shall be selected from each of the following three spheres of interest: (a) Business and industry, including insurers and self-insurers; (b) the legal and medical professions; and (c) covered persons (employees, claimants, union official, claimant attorneys, dependents, beneficiaries). The President of the Association shall appoint a nominating committee to submit the names of nominees for the Board of Directors of the Association. Nominations may also be made from the floor. Only those persons who have consented to serve if elected may be nominated for the Board of Directors. Any President of the Association who has less than two years remaining on his term after leaving office shall serve the remainder of his term, if any, and thereafter shall be an ex-officio member of the Board until two years after leaving office has expired.

Section 2: Term. Each member of the Board who is a member of the South Carolina Workers' Compensation Commission shall serve at the pleasure of the Chairman or until the expiration of the appointments as a Commissioner, whichever occurs first. The term of the member who is Chairman of the Governor's Advisory Committee on Workers' Compensation shall be conterminous with his chairmanship of the Governor's Advisory Committee on Workers' Compensation.

The remaining Board members shall be elected for terms of three years. Board members are eligible to be elected to no more than two consecutive full three

year terms, but they are eligible to be nominated to serve on the Board for future terms after one year from last services on the Board.

Section 3: Vacancies. When any vacancy occurs on the Board of the Association and there is more than one year remaining on the term for which the vacancy exists, the Board of Directors shall elect a member to the Board to fill the vacancy for the remainder of the term for which the vacancy exists. If there is less than one year remaining on an unexpired term on the Board of Directors, it will not be filled prior to the expiration of the term.

Section 4: Duties. The government of this Association is vested in the Board of Directors. The Board of Directors shall have complete charge of all affairs of the Association, including the accomplishment of the objectives and goals of the Association and do all things necessary in connection with implementing and achieving those goals and objectives.

On behalf of the Association, the Board of Directors is given authority to receive, accept and use gifts, grants, donations, bequests, and devices of services, money, property, real and personal, or things or items, tangible and intangible, of value and worth, from individuals, firms, associations, partnerships, corporations, foundations, governmental entities and generally from any source. The Board of Directors may decline to accept any tendered item and shall not be required to assign a reason for refusal. Acceptance of any items by the Board of Directors on behalf of the Association shall not imply endorsement of the donor's tenets or practices. Acknowledgments of any items received by the Board of Directors on behalf of the Association may be in such style and form as the Board may direct, including, in its discretion, ceremonial acknowledgement and express of appreciation, including written expressions, on behalf of the Association.

Each member of the Board of Directors shall actively serve on one or more standing committees of the Association.

Section 5: Chairman. The President of the South Carolina Workers' Compensation Educational Association shall be the Chairman of the Board of Directors, and his office as Chairman of the Board of Directors of the Association shall be conterminous with his office as President of the South Carolina Workers' Compensation Educational Association.

Section 6: Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. Each member of the Board, including the Chairman, shall have one vote. A majority vote of the Board members present and voting shall prevail.

## **ARTICLE V. OFFICERS AND DUTIES**

Section 1: Officers. The Association shall have a President, a Vice President, and a Secretary and Treasurer. At the option of the Board of Directors, the offices of Secretary and Treasurer may be combined.

Section 2: President. The Chairman of the Board of Directors shall be President of the Association and will be the chief executive officer of the Association.

Section 3: Vice President. The Vice President shall be elected by the Board of Directors from the Board of Directors to serve for a period of one year or until his successor has been elected. The Vice President shall perform such duties as the President shall assign him, including acting on behalf of the President when so authorized and designated by the President to act. In the event of a vacancy in the office of President, the Vice President will then become the Acting President until a President has been elected and assumed the duties of President. In the event of physical or mental incapacity of the President to perform his duties, the Board of Directors by a three-fourths majority of the remaining members of the Board may request the Vice President to assume the duties of Acting President during the existence of the incapacity of the President.

Section 4: Secretary. The Board of Directors shall elect a secretary of the Association from the Board of Directors who shall serve for a period of one year or until his successor has been elected.

The Secretary shall be the clerical officer of the Association and shall be responsible for keeping record of all official actions of the Association and of the Board of Directors and shall be the custodian of the official books and records of the Association, unless otherwise directed by the Board of Directors. The Secretary shall perform such functions and duties as are usually attendant upon the office of Secretary of any corporation and as directed by the Board of Directors. The Board of Directors is given sole authority to enlarge or circumscribe the specific duties of the Secretary of the Association, including the designation of those duties during a term for which the Secretary has been elected.

Section 5: Treasurer. The Board of Directors shall elect a Treasurer of the Association from the Board of Directors who shall serve for a period of one year or until his successor has been elected.

The Treasurer shall be the chief financial officer of the Association. The Treasurer shall receive, preserve and pay out, when approved by authorized personnel, all monies and things of value received by the Association. The Treasurer shall keep an itemized account of all receipts and disbursements and shall implement such accounting procedures and methods as are generally accepted as good accounting methods and procedures and shall perform such duties and functions as normally are performed by the Treasurer of a corporation and as directed by the Board of Directors. The Board of Directors is given sole authority to enlarge or circumscribe the specific duties of the Treasurer of the Association, including the designation of those duties during a term for which the Treasurer has been elected.

All disbursement of Association funds from its accounts in moneyed institutions (banks, savings and loan, depositories and the like) shall be on checks or drafts signed by at least two individuals previously designated by the Board of Directors as being authorized to sign. The Board of Directors shall establish the maximum number of persons so authorized to sign on behalf of the Association at any given time and may designate varying and differing authorization limits for the persons so designated by the Board of Directors.

At its option, the Board of Directors may combine the offices of Secretary and Treasurer of the Associations.

Section 6: Executive Director. The Executive Director shall be elected by a majority vote of the Board of Directors to serve at the pleasure of the Board of Directors.

The Board of Directors shall make provision for and establish the compensation to be paid the Executive Director. The position of Executive Director shall be outside the functions assigned the Personnel Committee and the Executive Director shall not be responsive to any committee of the Association other than the President of the Association. The Executive Director need not be a member of the Association.

Section 7: Other Officers. This Association may have such other officers as the Board of Directors may deem appropriate to carry out the goals and objectives of this Association. The duties of such officers shall be those connected with the office they occupy and in accordance with the instructions given them by the Board of Directors. Their term shall be at the pleasure of the Board of Directors.

## **ARTICLE VI. COMMITTEES AND DUTIES**

Section 1: Standing Committees. This Association shall have the following standing committees: (a) Audit, Property and Facilities Committee; (b) Budget and Finance Committee; (c) Executive Committee;

Section 2: Audit, Property and Facilities. The Audit, Property and Facilities Committee shall be responsible for having a review of the financial records of the Association conducted by an outside accounting firm not less than annually and at such additional time or times as the Board of Directors may request. The Committee shall be responsible for recommending to the Board the acquisition of tangible personal property, other than educational literature and tangible personal property usually considered as supplies or consumable items, whether by purchase, lease, rental, gift or loan and shall also make recommendations to the Board of Directors as to the acquisition of real property, by lease, rental, purchase, gift or loan which would be in the best interest of accomplishing the goals and objectives of the Association. Upon approval of any proposed acquisitions by the Board of Directors, the Committee would be responsible for making the acquisition. The Committee will be responsible for maintaining a current inventory of all tangible property and real property of the Association and will be responsible for verifying its location, availability and the person or persons in actual physical custody or control of the property. It will also be responsible for obtaining and maintaining adequate insurance against direct loss from casualty and insuring the Association against any legal liability that may be incurred to others as a result of the use of any property of the Association. It shall make or cause to be made periodic inspections of all Association property, real and personal, and equipment to determine anticipated and required maintenance, repair and upkeep or other appropriate further action with respect to Association property. It shall coordinate closely with the Budget and Finance Committee.

Section 3: Budget and Finance Committee. The Budget and Finance Committee shall monitor and furnish oversight to receipt and disbursement of Association funds and shall first approve payments requested prior to payment by the Treasurer. The Budget and Finance Committee shall develop and recommend a budget for the fiscal year. The proposed budget shall be submitted sufficiently in advance of the fiscal year for which the proposed budget is submitted to assure the Board of Directors and affected committees to become familiar with the proposed budget. The Budget and Finance Committee will also submit recommendations as to measures to obtain adequate funding for implementing the objectives and goals of the Association. It shall report to the Board of Directors at least annually and at such other times as it may be requested to do so by the Board of Directors. It shall also implement any

programs involving the solicitation of funds to support the Association when and as requested by the Board of Directors.

Section 4: Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and two additional members appointed by the Board of Directors and shall serve at its pleasure. The Executive Committee shall have general oversight responsibility for the administrative functions of the Association as directed by the Board of Directors and shall act on behalf of the Association and the Board of Directors between meetings of the Board of Directors. Express ratification of any action taken by the Executive Committee shall not be required. Any Board member who challenges any action taken by the Executive Committee must do so not later than the next regular meeting of the Board or he will be deemed to have acquiesced in or to have ratified the action of the Executive Committee.

The Executive Committee shall be responsible for all recommendations to the Board of Directors as to the number or classifications of employees to be employed by the Association, either part-time or full-time.

Section 5: Nominating Committee. The Nominating Committee shall make recommendations to the Board of Directors for officers of the Association, other than the President, including nominations to fill vacancies for unexpired terms. The Nominating Committee may make recommendations to the President for committee members, other than the Nominating Committee, including nominations to fill vacancies for unexpired terms. The recommendations of the Nominating Committee are advisory only and the Board of Directors is not bound thereby.

Section 6: Other Committees. This Association shall have such other committees, special and standing, as may be deemed necessary for carrying on the activities of the Association. A special committee may not be created to bypass a standing committee charged with the same function.

Section 7: Duties. Committees shall perform such duties, conduct such activity and make such reports to the Board of Directors as are called for in this Constitution and By-Laws accompanying from time to time, and as are inherent in the name of the committee and its purpose.

When the Chairman of a committee has been appointed, the Chairman shall promptly, and in any event not later than thirty days after his appointment, convene an organizational meeting of the committee. The Chairman shall outline an activities schedule for the committee and shall be responsible for scheduling such meetings and activities as shall be appropriate and for making such reports as may be appropriate to the Board of Directors.

No committee is authorized to make any expenditure or to incur any indebtedness on behalf of the committee or on behalf of the Association other than as expressly authorized previously by the board of Directors. Provided, however, this limitation shall not apply to the Executive Committee.

Section 8: Appointment and Term. The appointment, number and term of all committee members, except the Executive Committee, shall be by the President and shall serve at the pleasure of the President. All committee members shall be members of the Association.

Section 9: President. The president or his designee shall be an ex-officio member of each committee.

## **ARTICLE VII. MEETINGS**

Section 1: Annual Meeting. The Association shall conduct an annual business meeting at such time and place as designated by the President.

Section 2: Special/Other Business Meetings. The Association may have other special or business meetings at such time and place as designated by the President.

Section 3: Board of Directors. The Board of Directors shall conduct regular business meetings at least once each quarter at such time and place as designated by the Chairman. The Board may meet at such additional times and places as designated by the Chairman. Special meetings of the Board of Directors may be called by a majority of the members of the Board of Directors.

Within seven days, either before or after, the annual business meeting of the Association, the Board of Directors shall conduct its annual business meeting at which time officers shall be elected and committees appointed for the succeeding year.

Section 4: Chair. The Chairman of the Board of Directors, or his designee, shall preside at meetings of the Board of Directors and at meetings of the Association. In the absence of the Chairman or his designee, the Vice President or his designee shall preside at business sessions.

Section 5: Notice. Notice of all meetings of the Association shall be given in such form and style as is calculated to cause the members to be aware of a scheduled meeting, annual or special, and shall be given at least thirty days prior to the scheduled meeting. Notice of meetings of the Board of Directors shall be given not less than seven days prior to the meeting.

Section 6: Procedure. Meetings of the Association and of the Board of Directors shall be in conformity with the provisions of this Constitution and By-Laws. Should any conflict or uncertainty surface between provisions of this Constitution provisions of the By-Laws, the provisions of the Constitution shall control.

### **ARTICLE VIII. GENERAL**

Section 1: Gender. In this Constitution, and the By-Laws accompanying it, the use of masculine gender shall include the feminine gender.

Section 2: By-Laws. The Board of Directors may adopt such By-Laws as it deems appropriate not in conflict with any provision of this Constitution.

### **ARTICLE IX. AMENDMENT**

Section 1: Amendment. This Constitution may be amended, altered, or replaced by two-thirds vote of the members of the Board of Directors. The change shall become effective immediately upon approval by two-thirds of the active members of the Board of Directors. At the next succeeding business meeting of the Association which takes place more than thirty days after the Board of Directors makes any change or changes in the Constitution, but not thereafter, ten or more members of the Association may put before the Association a request for a review of any change or changes in the Constitution made by the Board of Directors. If two-thirds of the members of the Association attending, the business meeting vote to rescind the change, it will be rescinded as of the day of the vote of the Association's active members but any actions or procedures taken or implemented pursuant to the change by the Board of Directors are not thereby voided or made invalid.

Prior to any amendment, alteration or repeal of the Constitution by the Board of Directors, any proposed amendment, alteration or repeal must be given in writing to all the members of the Board of Directors at least thirty days prior to the meeting at which the proposed amendment, alteration or repeal is voted on. By written, unanimous consent of all the members of the Board of Directors, written notice may be given less than thirty days prior to the meeting at which the proposed amendment, alteration or repeal is considered.

### **ARTICLE X. DISSOLUTION OF THE CORPORATION**

The Corporation may be dissolved and its business affairs terminated at any meeting of the Board, of which proper notice is given, if two-thirds of the Directors in office at that time vote in favor of the dissolution. Notice of the

meeting must state the purpose of the proposed meeting is to consider the dissolution of the Corporation and must contain or be accompanied by a copy or summary of the plan of dissolution. The Corporation shall give the Attorney General written notice that it intends to dissolve at or before the time it delivers the articles of dissolution to the Secretary of State. Such notice must include a copy or summary of the plan of dissolution. Upon the dissolution of the Corporation and after all its debts and expenses have been paid, all its assets which may be legally distributed shall be distributed in conformity with this Constitution for the purposes set forth herein. Any remaining funds shall be distributed as provided in the Articles of Incorporation.

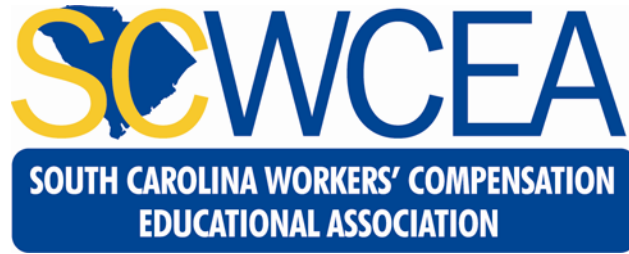
### **ATTESTATION**

Amended by two-thirds of the Board of Directors of the Association on the 21<sup>st</sup> day of October, 2007.

/s/ Michael S. Swindell  
SECRETARY, BOARD OF DIRECTORS

APPROVED:

/s/ J. Russell Goudelock, II  
CHAIRMAN, BOARD OF DIRECTORS



**BY-LAWS  
Of  
THE SOUTH CAROLINA WORKERS' COMPENSATION  
EDUCATIONAL ASSOCIATION**

**ARTICLE I. GENERAL**

Section 1: Quorum. Those active members present at the business meetings of the Association constitute a quorum. A majority of any committee members constitute a quorum.

Section 2: Calendar Year. The fiscal or financial year of the Association shall begin January 1 and end December 31 in each calendar year.

Section 3: Rules of Procedure. When not otherwise expressly provided for in the Constitution or in these By-Laws, parliamentary procedure at the business meetings shall be in conformity with Roberts Rules of Order. At the annual business meeting of the Association, the Association by a two-thirds majority may vote to suspend the rules of order for that particular session. At any special called business meeting of the Association it may not suspend the rules of order. At any business meeting of the Board of Directors, a majority of the entire Board may vote to suspend the rules or order for that particular session. Neither the Association nor the Board of Directors may suspend any requirement of the Constitution or By-Laws of the Association. That may be accomplished only by amendment as provided for in the Constitution and as provided for in these By-Laws.

Section 4: Secret Ballot. At any regular or special business session, voting on any matter shall be by secret ballot (a) when a majority of the active Association members present at the meeting vote for a secret ballot or (b) upon recommendation of a majority of the Board of Directors.

Section 5: Compensation. Officers and Directors of the Association may be reimbursed for actual expenditures incurred in performing the functions and duties of their respective offices under such guidelines as may be established by the Board of Directors. The Board may authorize payment of per diem stipend to officers and directors for time actually spend in the conduct of Association business and affairs provided there are funds of the Association to do so.

Section 6: Employees. The Board of Directors may employ, either on a full time or part time basis, such employees as it deems necessary to efficiently perform the objectives and goals of the Association provided there are adequate funds available for this purpose.

Section 7: Contract Services. The Board of Directors may contract for services to be performed by independent contractors or service suppliers on such terms and for such duration as the Board shall deem appropriate in the furtherance of the goals and objectives of the Association. No service contracts shall be entered into which do not contain an option available to the Association to terminate the contract upon reasonable notice after the contract has been in effect for one year.

Section 8: Minutes. The Secretary of the Association shall take or cause to be taken minutes of all meetings of the Association and to make available to any active member of the Association a copy of the minutes for inspection. Upon payment of the costs of reproduction, the Secretary shall furnish the active member making the request and payment with a copy of the minutes.

The Secretary of the Board of Directors shall take or cause to be taken minutes of the meetings of the Board of Directors. These minutes shall be published at the same or succeeding meeting of the Board of Directors and, when approved by the Board of Directors, shall constitute the minutes of the meeting. These minutes shall be preserved by the Secretary and a copy made available to any member of the Board of Directors upon request.

Section 9: Organizational Year. The organizational year of the Association shall be from January 1 through December 31 of each year Officers are considered installed and assume the office to which elected on January 1 of each year After election and before installation, the officers-elect will be referred to as \_\_\_\_\_ [name of office]-elect.

## **ARTICLE II. AMENDMENT**

Section 1: Amendment. These By-Laws may be amended, altered, or repealed by a majority vote of all the Directors at a business meeting, provided that such proposed amendment, alteration or repeal has been given to the

Secretary of the Board in writing and announced to the Board membership at least thirty days prior to the meeting at which the proposal is presented to the Board for consideration. By written, unanimous consent of all the members of the Board of Directors, written notice may be given less than thirty (~~30~~) days prior to the meeting at which the proposed amendment, alteration or repeal is considered.

**ATTESTATION**

Amended by two-thirds of the Board of Directors of the Association on the 21<sup>st</sup> day of October, 2007.

/s/ Michael S. Swindell  
SECRETARY, BOARD OF DIRECTORS

APPROVED:

/s/ J. Russell Goudebeck, II  
CHAIRMAN, BOARD OF DIRECTORS