

Constitution

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 purpose of this Association is the 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.

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

Article III. Membership

Section 1: Types. There shall be two types of membership, active and associate.

Section 2: Active Members. Individuals, corporations, firms, partnerships or associations, 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, or those who may qualify for active membership but elect not to be active members, and who have an interest in the administration of the Workers' Compensation Act or this Association 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. The dues for associate members will be one-half the dues for active members.

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. Three members of the South Carolina Workers' Compensation Commission shall be ex officio members of the Board of Directors as elected by the Association. The Chairman of the Legislative Workers' Compensation Committee and the Chairman of the Governor's Advisory Committee on Workers' Compensation shall be members 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, 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.

Section 2: Term. The term of each member of the board who is a member of the South Carolina Workers' Compensation Commission shall be for three years from the date elected by the Association or until the expiration of the appointment as a Commissioner. The term of the member who is Chairman of the Legislative Workers' Compensation Committee shall be conterminous with his chairmanship of the Legislative Workers' Compensation committee. 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 except that those Board members first elected after the adoption of this Constitution shall be as follows: Four shall be elected for a term of three years; three shall be elected for a term of two years; and three shall be elected for a term of one year. Thereafter, the Board members shall be elected for a three year term except Board members elected to fill a vacancy.

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.

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 Secretary. The Executive Secretary 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 Secretary. The position of Executive Secretary shall be outside the functions assigned the Personnel Committee and the Executive Secretary shall not be responsive to any committee of the Association other than the President of the Association. The Executive Secretary 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) Assessment and Planning Committee
- (b) Audit Committee
- (c) Budget and Finance Committee

- (d) Educational Committee
- (e) Executive Committee
- (f) Membership Committee
- (g) Nominating Committee
- (h) Personnel Committee and
- (k) Property and Facilities Committee.

Section 2: Assessment and Planning Committee. The Assessment and Planning Committee shall maintain an ongoing awareness of the present and future needs of the Association and shall evaluate its growth, accomplishments, and performance and make reports thereof to the Board of Directors and shall make recommendations to the Board of Directors pertaining to the objectives of the Association and the implementation thereof, both on a short term and long term basis. When requested to do so by the Board of Directors, it shall conduct such assessment and evaluation of other committees, other than the Executive Committee, of the Association, including recommendations as to improvements or changes. It shall make a report to the Board of Directors at least annually and at such other times when requested by the Board of Directors.

Section 3: Audit Committee. The Audit Committee shall be responsible for having an audit of the financial records of the Association conducted by an outside auditing firm not less than annually and at such additional time or times as the Board of Directors may request.

Section 4: 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 5: Educational Committee. The Educational Committee shall be responsible for planning all educational programs, seminars, activities and publications. Upon approval by the Board of Directors, it shall also implement educational programs, seminars and activities and cause educational materials to be prepared for such purposes and uses as is desirable in the furtherance of the goals and objectives of the Association.

The Educational Committee shall have general oversight of implementing and monitoring the publicity program of the Association as established by the Board of Directors. This will include newspaper, signs, press releases, advertising, radio and television and other news media.

Section 6: 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 7: Membership Committee. The Membership Committee shall be responsible for maintaining a current roster of the active and associate members. It shall be responsible for recruitment of additional members and making recommendations to the Board of Directors as to acceptance or non-acceptance of applicants for membership. It shall also make recommendations to the Board when involuntary termination of membership occurs. In the absence of unanimous consent of the Board of Directors, applications for membership will not be voted on until the Membership Committee submits its recommendation to the Board of Directors unless the Membership Committee fails to act upon an application within ninety days.

Section 8: 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 shall 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 are not bound thereby.

Section 9: Personnel Committee. The Personnel Committee shall recommend to the Board policies and procedures for evaluating work performance, adjustment in compensation, promotions, job descriptions and considerations related to an employment relationship, including the establishment of personnel policies and procedures pertaining to grievances and termination procedures. When approved by the Board of Directors it shall implement such personnel policies and practices as the Board shall direct.

Section 10: Property and Facilities Committee. The Property and Facilities 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 Property and Facilities Committee would be responsible for making the acquisition. The Property and Facilities 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 and with the Assessment and Planning Committee.

Section 11: 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 12: 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 13: 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 active members of the Association.

Section 14: 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 the President may give notice of.

Section 2: Special Meetings. The Association may have special meetings at such time and place as the President may give notice of.

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 the Chairman may give notice of. The Board may meet at such additional times and places as the Chairman may give notice of. Special meetings of the Board of Directors may be called by a majority of the members of the Board of Directors.

Following 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: Budget Meeting. A business meeting of the Board of Directors to consider the proposed

budget for the coming fiscal year shall be held annually and only proposed budget matters will be considered at that meeting, in the absence of unanimous consent to consider additional matters.

Section 5: 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 6: 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 7: Procedure. Meetings of the Association and of the Board of Directors shall be in conformity with the provisions of this Constitution and By-Laws accompanying it. 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. Adoption And Amendment

Section 1: Adoption. This Constitution shall be adopted when two-thirds of the members of the Board of Directors shall vote to adopt it. It shall be in effect immediately upon adoption by two-thirds of the members of the Board of Directors.

Attestation

Adopted as amended by two-thirds of the members present and by two-thirds of the Board of Directors of the Association on the 7th day of January, 1994.

/s/ William S. Griggs
Secretary, Board Of Directors

Approved:

/s/ John L. Spratling
Chairman, Board Of Directors