

**SOUTHEAST INTERSTATE LOW-LEVEL  
RADIOACTIVE WASTE MANAGEMENT COMMISSION**

**BY-LAWS**



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INDEX

**ARTICLE I. THE COMMISSION** ..... 4

**ARTICLE II. OFFICE** ..... 4

**ARTICLE III. GENERAL** ..... 4

    Section 1. NAME. .... 4

    Section 2. DEFINITIONS. .... 4

    Section 3. POLICY AND PURPOSE..... 4

    Section 4. POWERS AND DUTIES..... 5

**ARTICLE IV. MEMBERSHIP** ..... 5

    Section 1. MEMBERSHIP..... 5

    Section 2. PETITION FOR MEMBERSHIPS BY STATES NOT EXPRESSLY DECLARED ELIGIBLE. .... 5

    Section 3. REPRESENTATION OF PARTY STATES. .... 5

    Section 4. TENURE. .... 6

    Section 5. VACANCIES. .... 6

    Section 6. WITHDRAWAL OF MEMBERSHIP. .... 6

    Section 7. SUSPENSION AND REVOCATION OF MEMBERSHIP..... 6

**ARTICLE V. MEETINGS** ..... 7

    Section 1. MEETINGS..... 7

    Section 2. SPECIAL MEETINGS. .... 7

    Section 3. MEETINGS ARE OPEN. (Amended 6/20/19)..... 7

    Section 4. LIMITED CONTACT IS NOT A MEETING. (Amended 6/20/19) ..... 7

    Section 5. NOTICE OF MEETINGS..... 8

    Section 6. QUORUM..... 8

    Section 7. RULES OF PROCEDURE. .... 8

    Section 8. ORDER OF BUSINESS. .... 8

    Section 9. VOTING..... 9

    Section 10. PROXY VOTING..... 9

    Section 11. RECORDING OF VOTES. .... 10

    Section 12. FORMAL ACTIONS. .... 10

    Section 13. EXECUTIVE SESSION. .... 10

    Section 14. ATTENDANCE BY TELEPHONE OR SIMILAR COMMUNICATIONS TECHNOLOGY..... 11

    Section 15. MINUTES..... 11

**ARTICLE VI. OFFICERS AND STAFF** ..... 12

    Section 1. OFFICERS. .... 12

    Section 2. METHOD OF ELECTION..... 12

    Section 3. VACANCIES. .... 13

    Section 4. EXECUTIVE DIRECTOR. (Amended 6/20/19) ..... 13

Section 5. ADDITIONAL STAFF. ....	14
Section 6. BONDING.....	15
Section 7. REMOVAL FROM OFFICE. ....	15
<b>ARTICLE VII. ADMINISTRATIVE.....</b>	<b>15</b>
Section 1. COMMITTEES.....	15
Section 2. FINANCES.....	17
Section 3. ANNUAL BUDGET.....	17
Section 4. RESPONSIBILITY FOR SIGNING COMMISSION CHECKS AND DRAFTS. ....	18
Section 5. ACCOUNTING PROCEDURES.....	18
Section 6. ANNUAL AUDIT.....	18
Section 7. INSPECTION OF THE COMMISSION'S RECORDS.....	19
Section 8. THE SELECTION OF A BANK AS A DEPOSITORY FOR THE COMMISSION'S FUNDS.....	19
Section 9. ANNUAL REPORT.....	19
Section 10. PURCHASING AND COMPETITIVE BIDDING. ....	19
Section 11. PUBLIC HEARINGS. ....	19
Section 12. EXPENSES.....	20
Section 13. EXECUTIVE SESSION OF COMMITTEES.....	20
<b>ARTICLE VIII. MISCELLANEOUS.....</b>	<b>21</b>
Section 1. NONDISCRIMINATION CLAUSE.....	21
Section 2. AMENDMENT OF BY-LAWS.....	21
Section 3. SEVERABILITY.....	21
Section 4. CONFLICT OF INTEREST.....	22
<b>ARTICLE IX. CORPORATE SEAL.....</b>	<b>22</b>
<b>ARTICLE X. LIABILITY AND LEGAL DEFENSE.....</b>	<b>22</b>
Section 1. DEFINITIONS.....	22
Section 2. INDEMNIFICATION.....	22
Section 3. ADVANCING EXPENSES.....	23
Section 4. SECURING OF INDEMNIFICATION OBLIGATIONS.....	24
Section 5. DISCHARGE OF DUTY.....	24
Section 6. SCOPE OF INDEMNIFICATION.....	24
Section 7. NONWAIVER OF SOVEREIGN IMMUNITY.....	25

## ARTICLE I. THE COMMISSION

All powers, privileges and duties vested in or imposed upon the Southeast Interstate Low-Level Radioactive Waste Management Commission shall be exercised by the Commission, whether set forth specifically or implied in these By-Laws. The Commission may delegate to officers and employees of the Commission any or all executive, administrative, and ministerial powers, but not its responsibilities or policy-making authority.

## ARTICLE II. OFFICE

The Commission is not required to have a headquarters location. However, if the Commission deems it appropriate to designate a headquarters location, it shall be located within a party state to the Compact. (Amended 6/23/16)

## ARTICLE III. GENERAL

### **Section 1. NAME.**

The Commission is designated the Southeast Interstate Low-Level Radioactive Waste Management Commission in accordance with the Southeast Interstate Low-Level Radioactive Waste Management Compact (Compact) and will be referred to herein as the Commission.

### **Section 2. DEFINITIONS.**

The terms defined in Public Law 99-240, dated January 15, 1986 whenever used in these By-Laws, or any amendment, shall have the same meaning as in said Public Law unless the context clearly indicates a different meaning.

### **Section 3. POLICY AND PURPOSE.**

It is the purpose of these By-Laws to govern and facilitate the operations and policies of the Southeast Interstate Low-Level Radioactive Waste Management Commission. These By-Laws are supplementary to the Southeast Interstate Low-Level Radioactive Waste Management Compact and in the event of a conflict the Compact provision shall be the controlling provision.

**Section 4. POWERS AND DUTIES.**

The Commission shall have those powers and duties that are set forth in the Compact. In addition, the Commission is authorized to exercise all other powers and duties that it deems necessary for carrying out the purposes and policies of the Compact.

**ARTICLE IV. MEMBERSHIP**

**Section 1. MEMBERSHIP.**

The following states were initially eligible for membership on the Commission in accordance with provisions set forth in the Compact: Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee and Virginia. South Carolina and North Carolina are no longer members of the Commission. (Amended 6/20/19)

**Section 2. PETITION FOR MEMBERSHIPS BY STATES NOT EXPRESSLY DECLARED ELIGIBLE.**

Any state not expressly declared eligible to become a party state to this Compact may petition the Commission to be declared eligible. The Commission may establish such conditions as it deems necessary and appropriate to be met by a state wishing to become eligible to become a party state to this Compact. Upon satisfactorily meeting such conditions and upon the affirmative vote of two-thirds of the Commission, including the affirmative vote of both representatives of a host state in which any affected regional facility is located, the petitioning state shall become eligible to become a party to this Compact and may become a member in the same manner as those states which are initially eligible states.

**Section 3. REPRESENTATION OF PARTY STATES.**

The membership of the Commission shall consist of two voting members of each state to be appointed according to the laws of each state. The appointing authorities of each state must notify the Commission in writing of the identity of its members and any alternates. An alternate may act on behalf of either of the party state members, but only in the absence of one or both party state members.

**Section 4. TENURE.**

Each state shall determine the length of term for which its Commissioners and Alternates shall be appointed.

**Section 5. VACANCIES.**

Any vacancy on the Commission caused by the death, resignation, refusal or inability of a Commissioner to serve shall be filled according to the laws of the state to which the Commissioner served.

**Section 6. WITHDRAWAL OF MEMBERSHIP.**

Any party state may withdraw from this Compact pursuant to Article 7 (G) of the Compact, provided that such right to withdraw shall terminate 30 days following the commencement of operation of the second host state disposal facility. Thereafter a party state may withdraw only with the unanimous approval of the Commission and with the affirmative consent of Congress. For purposes of this section, the low-level radioactive waste disposal facility located in Barnwell County, South Carolina was considered the first host state disposal facility. (Amended 5/21/87, 11/22/89, 6/20/19)

**Section 7. SUSPENSION AND REVOCATION OF MEMBERSHIP.**

A party state may be excluded from this Compact pursuant to Article 7 (F) of the Compact. A motion to revoke Party State status shall require two readings by the Commission. The second reading shall occur no less than six and no more than twelve months following the first reading. Adoption of the motion at both the readings shall require an affirmative vote of at least 2/3 of the Commission members. Following adoption of the motion on the first and the second readings, the chairman of the Commission shall provide written notice of the adoption of the resolution of revocation with a copy of the resolution to the Governors, the Presidents of the Senate, and the Speaker of the House of Representatives, of the party states, as well as the Chairman of the appropriate Committees of the Commission.

## ARTICLE V. MEETINGS

### **Section 1. MEETINGS.**

The full Commission shall have an annual meeting each year, which shall be a face-to-face meeting. (Amended 6/20/19)

### **Section 2. SPECIAL MEETINGS.**

In addition to the annual meeting, the Commission shall also meet upon the call of the Chairman, by petition of a majority of the Commissioners representing a majority of the party states, or upon the call of a Commissioner of a host state. Such meetings shall be held at a time and place to be determined by the Commission.

### **Section 3. MEETINGS ARE OPEN. (Amended 6/20/19)**

Commission meetings are open to the public, except as may otherwise be allowed by these Bylaws.

### **Section 4. LIMITED CONTACT IS NOT A MEETING. (Amended 6/20/19)**

- A. **Informal Contact.** Due to the geographical constraints of having Commissioners from each party state of the Compact, it is sometimes necessary for two or more Commissioners to have informal, limited contact via telephone, email, regular mail, or other means to facilitate Commission business. Such informal, limited contact shall not constitute a meeting of the Commission and no formal action shall be taken during such informal contact.
  
- B. **Chance Meetings or Conference Attendance.** A gathering of Commissioners purely by chance or their attendance at or travel to conventions or workshops as members of the Commission, whether or not the number of Commissioners present would constitute a quorum, shall not constitute a meeting under this Article provided:
  - i. No meeting of the Commission is intentionally convened; and

- ii. No vote or other formal action is taken by the Commissioners present regarding any matter over which the Commission has supervision, control, jurisdiction, or advisory power.

**Section 5. NOTICE OF MEETINGS.**

Reasonable public notice shall be provided for all annual and special meetings of the Commission where the Commission will take formal action, hold hearings, or make policy for the Commission. The Chairman or Executive Director shall provide reasonable notice of all annual and special meetings and committee meetings to each member of the Commission. This notice must be sent at least ten (10) days prior to the meeting to which it refers. However, in the instance of special meetings, if the Chairman or Executive Director determines that greater urgency exists, actual notice may be afforded to Commission members by other means of communication at least five (5) days in advance of the meeting. All notices must include the date, time and place of the meeting and must provide a tentative agenda that will be considered or discussed at the meeting. (Amended 8/2/85, 6/20/19)

**Section 6. QUORUM.**

A majority of the total membership of the Commission shall constitute a quorum for any special or regular meeting.

**Section 7. RULES OF PROCEDURE.**

Except where inconsistent with the provisions of the Compact or these By-Laws, "Robert's Rules of Order, Revised," shall be the parliamentary authority at all meetings of the Commission.

**Section 8. ORDER OF BUSINESS.**

The major elements of the order of business at regular meetings shall be as follows:

- approval of minutes of previous meeting;
- report of the Chairman;



- report of the Executive Director;
- committee reports;
- unfinished business;
- new business; and
- next regularly scheduled meeting or announcement of special meetings.

(Note: Public participation may be included as an Order of Business at the discretion of the Chairman.)

**Section 9. VOTING.**

Each Commission member shall be entitled to one vote. No action of the Commission shall be binding unless a majority of the total membership cast their vote in the affirmative except when a greater than majority vote is specifically required as follows:

1. To approve special compensation for a party state to have access to a regional facility as provided in Article 3(B) of the Compact.
2. To designate a host state when none of the party sates have volunteered to be a host state as provided in Article 4(E)7 of the Compact.
3. To enter into an agreement to permit the importation of wastes into the region as provided in Article 4(E)9 of the Compact.
4. To designate an additional eligible state or states as provided in Article 7(B) of the Compact.
5. To revoke the party state status of a state as provided in Article 7(F) in the Compact.
6. To approve the withdrawal of a party state in accordance with Article IV, Section 6 of these By-Laws. (Amended 5/21/87)
7. Any other provision in the Compact now or hereafter added by amendment. (Amended 5/21/87)

**Section 10. PROXY VOTING.**

No voting by proxy shall be allowed at the meetings of the Commission.

**Section 11. RECORDING OF VOTES.**

Upon the demand of any Commissioner the vote on any matter before the Commission except the election of officers, shall be taken in such manner as to show how each Commission member voted, and a record thereof shall appear in the minutes of the meeting.

**Section 12. FORMAL ACTIONS.**

For the purpose of these Bylaws, "formal action" means a collective decision or a collective commitment or promise to make a decision on any question, motion, proposal, resolution, order, or implementation of a position or policy of the Commission but shall not include negotiation guidance given by members of the Commission to legal counsel or other negotiators in Executive Session authorized under Section 13. of this Article. Any formal action taken on any question or motion duly moved and seconded shall be by a vote of the Commission in open session.

**Section 13. EXECUTIVE SESSION.**

Upon a motion made and adopted by a majority vote at an open meeting, the Commission may hold an executive session excluding the public for the following reasons:

- A. To receive legal advice and/or to consult with an attorney employed or retained to represent the Commission regarding potential, imminent, or pending litigation, to the extent that confidentiality is required in order to preserve the attorney-client privilege between the attorney and the Commission.
- B. To consider issues concerning the employment, performance, compensation, discipline, or termination of Commission personnel, including, but not limited to:
  - The evaluation of applicants for positions with the Commission;
  - The conditions of initial employment of Commission personnel;
  - The evaluation of job performance of Commission personnel;
  - The hearing of or investigation of a complaint, charge, or grievance by or against Commission personnel; or

- A discussion that may needlessly injure the reputation of Commission personnel if it were conducted in open session.

C. Discussion of negotiations incident to contractual matters.

Every motion to hold an executive session shall cite the purpose for holding an executive session.

The Commission shall restrict its consideration of matters during the executive session to the matters set forth in this Section.

The Commission shall keep written minutes of each executive session. The minutes are public records, which may be withheld from public inspection until the matter that it concerns is finally disposed or averted or the need for confidentiality no longer exists.

The Commission shall not take any formal action while in executive session. Upon returning to open session of the meeting, the presiding officer of the Commission shall publicly declare that the Commission has not taken any formal action while in executive session.

(Amended 12/9/99, 11/30/05, 6/20/19)

**Section 14. ATTENDANCE BY TELEPHONE OR SIMILAR COMMUNICATIONS TECHNOLOGY.**

The Commission may hold any meeting through the use of a teleconference call, or similar communications technology, by means of which all persons participating in the meeting can communicate with one another. Such participation in the meeting shall constitute presence in person at the meeting. A roll call of the participants shall be made.

The notice for an open meeting that is held in this manner will include the information that is needed to join the meeting. (Amended 6/23/16, 6/15/23)

Commissioners are encouraged to attend the Commission's annual meeting in person when possible, and an in-person quorum at that meeting is desired but not required. (Amended 6/15/23)

**Section 15. MINUTES.**

Minutes of the meetings of the Commission shall be prepared by the Secretary/Treasurer or by a person appointed by the Chairman and distributed to each member

of the Commission within sixty days of the Commission meeting. The minutes shall be approved and adopted at the next annual, regular, or special meeting of the Commission. (Amended 6/23/16, 6/20/19)

## ARTICLE VI. OFFICERS AND STAFF

### **Section 1. OFFICERS.**

The elected officers of the Commission shall be the Chairman, the Chairman-Elect, and the Secretary/Treasurer. The Chairman and the Chairman-Elect shall not be from the same party state.

The duties of the Chairman are to preside at all Commission meetings, to appoint the membership of all committees not designated by these By-Laws or the Commission, to officially represent the Commission, to call special Commission meetings, and to perform such other duties as may normally be performed by a presiding officer.

The Chairman-Elect shall serve as the Vice-Chairman and will automatically become the Chairman after serving one two-year term as Chairman-Elect. The duties of the Chairman-Elect are to represent the Commission on behalf of the Chairman as needed, to prepare to assume the position of Chairman to assure continuity in the leadership of the Commission, and to assume the position of Chairman if the Chairman is absent or unavailable, including not able to preside at Commission meetings or not able to serve the full term of office.

The duties of the Secretary/Treasurer are to supervise and control the funds of the Commission as provided for in these By-Laws and to ensure that the minutes of Commission meetings are recorded, prepared, and distributed to each member of the Commission within sixty days of the Commission meeting. The minutes shall be approved and adopted at the next annual, regular, or special meeting of the Commission. (Amended 6/23/16, 6/20/19)

### **Section 2. METHOD OF ELECTION.**

All officers of the Commission shall be initially elected using this method at the first annual meeting following amendment of this section. All elected officials shall be chosen by

vote of secret ballot to be counted before the Commissioners at the annual meeting. Appointed officials shall be appointed by resolution of the Commission.

All elected officers shall serve for a term of two (2) years from the close of business at the annual meeting at which elected until the close of business at the annual meeting at which time their successors are selected. At such time the Chairman-Elect will assume the position of the Chairman, and the successors to the Chairman-Elect and the Secretary/Treasurer will be elected by the Commission.

Further, that no person shall continue to serve as an officer if he ceases to be a member of this Commission. All appointed officials shall hold office at the pleasure of the Commission. (Amended 6-23-16)

### **Section 3. VACANCIES.**

In the event of a vacancy in the office of Chairman, Vice-Chairman or Secretary/Treasurer, a special meeting shall be called for the purpose of electing a replacement. Such replacement shall serve until the new annual election of officers.

### **Section 4. EXECUTIVE DIRECTOR. (Amended 6/20/19)**

There shall be an Executive Director who shall be appointed by resolution of the Commission and who shall hold office at the pleasure of the Commission. The Chairman, Vice Chairman, and Secretary/ Treasurer, with the assistance of the other Commissioners, shall at least annually review the performance of the Executive Director for the preceding 12 months. Upon completion of this review, they may recommend to the Commission an increase of the Executive Director's salary based upon his meritorious job performance and the cost of living index. Under the direction and supervision of the Commission, the Executive Director shall:

- appoint and remove or discharge such personnel as may be necessary for the performance of the Commission's functions irrespective of the civil service, personnel or other merit laws of any of the party states or the federal government;

- establish standards for, and conduct, an annual review of the performance of the Commission staff members; in addition, develop a salary schedule to reward meritorious job performance, within the financial constraints provided by the budget;
- establish such office rules of procedure as may be necessary for the orderly transaction of daily business. The Executive Director shall promulgate, subject to Commission approval, policies concerning staff vacation and leave, fringe benefits, overtime compensation and a staff insurance program;
- in consultation with the Administrative Committee prescribe, install and maintain a system of accounts, and audit and approve bills, claims and demands and warrant their payment; (Amended 8/27/96)
- effectuate and enforce all policies and resolutions adopted by the Commission;
- report to the Commission annually on the progress of work;
- prepare proposed annual work programs, budgets, funding plans and appropriate applications for Commission review;
- coordinate the Commission's plans and programs with federal, state regional, county and local governments and other agencies;
- prepare for Commission approval proposed operating policies and resolutions, meeting agenda, etc., and undertake other tasks as directed by the Commission; and
- enter into agreements providing for obtaining consulting services and making payment therefore, not to exceed \$10,000.00. Larger agreements shall be approved by the Chairman and the Secretary/Treasurer and ratified by the Commission at its next meeting. (Amended 12/9/99)

In the event that the office of the Executive Director becomes vacant, the Chairman may act as such on a temporary basis or appoint an acting Executive Director until the Commission is able to convene for the purpose of appointing a new Executive Director. (Amended 4/29/94, 6/29/06)

**Section 5. ADDITIONAL STAFF.**

The Commission may appoint, contract for and compensate such limited staff as it determines necessary to carry out its duties and functions. The staff shall serve at the Commission's pleasure irrespective of the civil/ service, personnel or other merit laws of any party states or the federal government and shall be compensated from funds of the Commission.

**Section 6. BONDING.**

The officers of the Commission and the Executive Director shall each be bonded in a minimum amount of \$100,000.00. Other Commission employees regularly handling or having access to the funds of the Commission (other than such accounts as may be kept in the office of the Commission as petty cash not to exceed \$100.00) shall be bonded on such amounts as the Commission may determine. The Commission may secure either a blanket or individual bonds.

**Section 7. REMOVAL FROM OFFICE.**

Any elected officer of the Commission may be removed from office with the affirmative vote of three-fourths of the membership. An elected officer shall not be removed from office except at a regular or special meeting of the Commission. The officer under consideration for removal from office shall be advised of the proposed action by certified mail at least ten (10) days prior to the meeting at which his status will be challenged. In addition, the officer whose status is challenged will be notified of the results of the action by certified mail within ten (10) days after the meeting.

**ARTICLE VII. ADMINISTRATIVE**

**Section 1. COMMITTEES.**

The Commission shall appoint or provide for the appointment of the Administrative Committee, Policy and Planning Committee, Finance Committee and other such committees and advisory committees as the Commission shall deem necessary or appropriate and establish the duties to be performed by them. (Amended 6/20/19, 6/15/23)

The Chairman, Vice-Chairman and Secretary/Treasurer will serve as ex officio members of all committees, except those they are serving on as appointed members. (Amended 10/25/91 and 8/27/96)

Ex-officio members are not included in the count when determining the number needed for a quorum and are not be counted when determining if a quorum is present. Ex-officio members do not have voting privileges. (Amended 6/20/19)

Committee meetings of the Commission are not covered by open meetings requirement of Article V, Section 3. unless the Committee has been given explicit authority to take formal action, hold hearings, or make policy for the Commission. (Amended 6/20/19)

There is created within the Southeast Compact Commission a standing committee to be known as the Finance Committee. The Finance Committee will be composed of the Commission Secretary-Treasurer (Chair), the Administrative Committee Chair, the Policy and Planning Committee Chair and sufficient additional commissioners to ensure that each party state is represented on the Finance Committee. The main responsibilities of the Finance Committee will include: (Amended 6/20/19)

- A. **Maintaining accurate and complete financial records.** The Finance Committee will ensure the records of the organization are accurate and complete. It will review all available information and compare to prior year information, budgeted balances or other useful benchmarks and ask questions to reconcile differences or issues.
- B. **Preparing and presenting accurate, timely and meaningful financial statements to the Commission.** The Commission is tasked with making decisions that effect the operations of the organization, so they need the latest and best information., therefore the Finance Committee will provide quarterly financial statements and ensure that relevant and accurate financials are kept up to date to make sure that Commission decisions can be properly made. As a part of this, the Finance Committee will ensure an annual financial audit is conducted by an audit firm. The Commission will change audit firms every two years.
- C. **Helping the Commission understand the organization's finances.** In addition to presenting information to the Commission, the Commission needs to be able to



understand the finances of the organization. Some financial reports provide a great deal of data, and the Finance Committee will highlight important information, particularly the information that comes from the annual financial audit.

- D. **Budgeting and anticipating financial problems.** The Finance Committee should receive input from all Commission members in order to prepare the annual Fiscal Year budget by June of each year to carry out the mission of the upcoming year. The Finance Committee will make every effort to involve all Commissioners in the budget preparation to insure transparency in the process.
- E. **Safeguarding the organization's assets.** The Finance Committee needs to ensure the assets of the organization are properly maintained by implementing generally accepted accounting policies and procedures, and incorporating internal controls. The internal controls procedures need to be regularly reviewed so they are working properly to safeguard assets.
- F. **Managing the Commission's Portfolio of Reserve Funds.** The Finance Committee and/or Treasurer will oversee the investment reserve fund and recommend any changes to grow these funds and fulfill the mission of the Compact. The Commission Investment Advisor on a quarterly basis will recommend an investment policy. The Finance Committee will ensure that the preservation of capital is primary, and the investment earnings are secondary.

## **Section 2. FINANCES.**

The fiscal year of the Commission shall begin on the 1st day of July and shall end on the 30th day of June of each year.

## **Section 3. ANNUAL BUDGET.**

The Administrative Committee, after consultation with the Executive Director and Finance Committee, shall submit a proposed annual budget for adoption, or amendment and adoption, to the Commission annually. (Amended 6/20/19)

Once adopted, the Administrative Committee may approve changes to the budget of up to an amount equal to two percent of the annual budget or \$10,000, whichever is greater, of the Commission budget without Commission approval, provided it is reported at the next meeting of the Commission. (Amended 8/27/96, 6/29/06)

**Section 4. RESPONSIBILITY FOR SIGNING COMMISSION CHECKS AND DRAFTS.**

All checks, drafts or other documents that require a signature for the withdrawal of funds of the Commission shall be signed by the Executive Director or, in his absence and if specifically authorized in writing, by an employee designated by the Executive Director. Any such signed check, draft or other document which is not related to the payroll and is in excess of \$5,000.00, shall be countersigned by the Secretary/Treasurer or the Chairman. The use of electronic checking systems that do not rely on signatures is allowed. In such cases, the electronic checks shall be requested by the Executive Director and authorized in writing by the Secretary/Treasurer or the Chairman when they are not related to payroll and are in excess of \$5,000. (Amended 6/15/23)

Endorsement of checks to be deposited to the credit of the Commission shall be by either the Secretary/Treasurer, the Executive Director, an employee designated as previously provided in this section, the Chairman or the Vice-Chairman.

**Section 5. ACCOUNTING PROCEDURES.**

Orderly and accurate methods of accounting shall be used when handling all funds received and disbursed by the Commission. The Commission's accounts shall be recorded and maintained based upon generally accepted accounting procedures.

**Section 6. ANNUAL AUDIT.**

An independent certified public accountant selected by the Commission shall annually audit all receipts and disbursements of Commission funds and submit an audit report to the Commission. Such audit report shall be made a part of the annual report of the Commission.

**Section 7. INSPECTION OF THE COMMISSION'S RECORDS.**

All decisions, files, records and data of the Commission, except for information privileged against introduction in judicial proceedings, personnel records and minutes of a properly convened executive session, shall be open to public inspection subject to Commission procedures and the Commission Record Policy. The Executive Director is authorized to charge reasonable fees for the preparation, copying and release of Commission records. Such fees shall bear a reasonable relationship to the costs associated with generating and handling the record or copy thereof. (Amended 6/20/19)

**Section 8. THE SELECTION OF A BANK AS A DEPOSITORY FOR THE COMMISSION'S FUNDS.**

The Finance Committee and Executive Director of this Commission shall from time to time designate such bank or banks as the official depository or depositories of the Commission and each such depository is authorized and directed to pay checks and other orders for the payment of money according to the provisions in Section 4. (Amended 8/27/96, 6/29/19, 6/15/23)

**Section 9. ANNUAL REPORT.**

The Commission shall make a public annual report to the Governor and the presiding officer of each body of the Legislature of the party states regarding the activities of the Commission during the preceding year and embodying such recommendations as have been adopted by the Commission. Each such report shall include a copy of the annual Commission audit required pursuant to Article VII, Section 6 of these By-Laws. Copies of each annual report shall be transmitted to the President of the United States and the Congress.

**Section 10. PURCHASING AND COMPETITIVE BIDDING.**

The Administrative Committee shall recommend procurement procedures for adoption by the Commission. (Amended 8/27/96)

**Section 11. PUBLIC HEARINGS.**

The Commission may adopt hearing procedures for the conduct of any public hearings it may require.

**Section 12. EXPENSES.**

The Commission shall pay necessary travel and reasonable per diem expenses of its members or alternates when acting as Commissioners. The Commission shall adopt travel procedures to use in determining the reasonableness of travel expenses. The Commission shall pay the travel expenses of more than two (2) Commissioners or alternates from each party state when additional Commissioners or alternates are required to attend meetings to serve on a committee or when the Chairman of the Commission requests that they attend a meeting. The Commission may authorize payment for necessary travel and reasonable per diem expenses for its members and others while on Commission business. (Amended 6/29/06)

**Section 13. EXECUTIVE SESSION OF COMMITTEES.**

Upon a motion made and adopted by a majority vote at an open meeting, a committee may hold an executive session excluding the public for the following reasons.

- A. To receive legal advice and/or to consult with an attorney employed or retained to represent the Commission regarding potential, imminent, or pending litigation, to the extent that confidentiality is required in order to preserve the attorney-client privilege between the attorney and the Commission.
- B. To consider issues concerning the employment, performance, compensation, discipline, or termination of Commission personnel, including, but not limited to:
  - The evaluation of applicants for positions with the Commission;
  - The conditions of initial employment of Commission personnel;
  - The evaluation of job performance of Commission personnel;
  - The hearing of or investigation of a complaint, charge, or grievance by or against Commission personnel; or
  - A discussion that may needlessly injure the reputation of Commission personnel if it were conducted in open session.

C. Discussion of negotiations incident to contractual matters.

Every motion to hold an executive session of a committee shall cite the purpose for holding an executive session.

The committee shall restrict its consideration of matters during the executive session to the matters set forth in the motion to hold an executive session.

The committee shall keep written minutes of each executive session. The minutes are public records, which may be withheld from public inspection until the matter that it concerns is finally disposed or the need for confidentiality no longer exists.

No vote may be taken by the committee while in executive session. Upon returning to open session of the meeting, the Chairman of the committee shall publicly declare that the committee has not taken any vote while in executive session. (Amendment, 11/30/05)

## ARTICLE VIII. MISCELLANEOUS

### **Section 1. NONDISCRIMINATION CLAUSE.**

The Commission shall not discriminate against any person solely on account of race, creed, color, sex or national origin.

### **Section 2. AMENDMENT OF BY-LAWS.**

These By-Laws may be revised or amended by a two-thirds majority vote of the Commission at any regular meeting of the Commission or at any special meeting of the Commission called for that purpose, provided that reasonable notice of proposed revisions or amendments has been provided to each Commission member prior to the meeting at which such revisions or amendments are considered. (Amended 6/20/19)

### **Section 3. SEVERABILITY.**

The provisions of these By-Laws are severable and if any part is found to be in conflict with Compact, the Compact shall prevail, and all other provisions of these By-Laws shall remain in full force and effect.

**Section 4. CONFLICT OF INTEREST.**

No member of the Commission shall participate in any decision or action of the Commission if he/she or any member of his/her immediate family has a financial or personal interest in the outcome of the decision or action, except as authorized by a vote of the Commission after full disclosure by the affected member. (Amended 6-23-2016)

**ARTICLE IX. CORPORATE SEAL**

The seal of the Southeast Interstate Low-Level Radioactive Waste Management Commission shall contain the name of the Commission, which shall be used in such manner as seals generally are used by public and private corporations. The Secretary/Treasurer or the Executive Director shall have official custody of the seal and shall be responsible for its safekeeping and use. (Amended 6/29/06)

**ARTICLE X. LIABILITY AND LEGAL DEFENSE**

**Section 1. DEFINITIONS.**

- A. "Indemnifiable Capacity" means any and all past or present service with the Commission by an Indemnifiable Representative.
- B. "Indemnifiable Representative" means any and all members, alternates or employees of the Commission.
- C. "Liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages or cost or expense of any nature (including, without limitation, reasonable attorneys' fees and disbursements).

**Section 2. INDEMNIFICATION.**

The Commission shall indemnify, to the extent permitted under these By-Laws, any Indemnifiable Representative who was or is a party, or who is threatened to be made such a party, to any threatened, pending or completed action, suit or proceeding, whether civil,

criminal, administrative or investigative (including an action by or in the right of the Commission) by reason of the fact that he or she is serving as or has served in an Indemnifiable Capacity.

Indemnification shall be provided against all Liability actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be not opposed to the best interests of the Commission and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that an Indemnifiable Representative did not act in good faith and in a manner that he or she reasonably believed to be not opposed to the best interests of the Commission and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

An Indemnifiable Representative shall not, however, be indemnified, whether or not involving an action in such person's official capacity, if the Commission determines that such person improperly received personal benefit or where the Indemnifiable Representative's conduct constitutes willful misconduct or recklessness.

In the event the Commission determines to indemnify an Indemnifiable Representative for costs and expenses, including reasonable attorneys' fees, incurred in connection with defense of an action or proceeding, the Commission may, at its discretion, and in consultation with the Indemnifiable Representative, select counsel to defend the Indemnifiable Representative. In the event the Indemnifiable Representative chooses not to utilize counsel selected by the Commission, the Commission shall not indemnify the Indemnifiable Representative against legal fees and expenses.

### **Section 3. ADVANCING EXPENSES.**

Expenses (including reasonable attorneys' fees) incurred by an Indemnifiable Representative in defending any civil, criminal, administrative or investigative action, suit or

proceeding may be paid by the Commission in advance of the final disposition of such action, suit or proceeding, upon receipt of written undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Commission as authorized in this Article.

**Section 4. SECURING OF INDEMNIFICATION OBLIGATIONS.**

To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Commission may maintain insurance; obtain a letter of credit; act as self-insurer; create a reserve, trust, escrow, cash collateral or other fund or account; enter into an indemnification agreement; pledge or grant a security interest in any assets or properties of the Commission; or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Commission shall deem appropriate. The Commission's liability to meet its indemnification obligations shall be limited to any or all measures taken by the Commission under this section and any Commission funds that the Commission shall choose to provide at its sole discretion. The Commission shall take reasonable steps to meet its potential indemnification obligations. In no event will the Commission utilize any funds that have been or will be collected from the party states to satisfy or secure its indemnification obligations.

**Section 5. DISCHARGE OF DUTY.**

An Indemnifiable Representative shall be deemed to have discharged such person's duty to the Commission if he or she has relied in good faith on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by an individual or individuals who are believed to be reliable and competent. An Indemnifiable Representative shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance on a person or information to be unwarranted.

**Section 6. SCOPE OF INDEMNIFICATION.**



The Indemnification rights of Indemnifiable Representatives may, at the discretion of the Commission, inure to the benefit of the heirs, executors and administrators of such person.

**Section 7. NONWAIVER OF SOVEREIGN IMMUNITY.**

Nothing contained in this Article shall represent or be construed as a waiver of or limitation on the scope or extent of the sovereign or official immunity of the Commission or any Indemnifiable Representative. (Amended 8/14/92)