

**MAINE  
EDUCATION  
ASSOCIATION  
  
CONSTITUTION**

MAINE EDUCATION ASSOCIATION

# CONSTITUTION

## ARTICLE I. NAME

This Association shall be known as the Maine Education Association whose headquarters shall be located in Augusta, Maine. It shall have a common seal with the words "Maine Education Association" in a circle and the words and figures "Incorporated 1881" in the center.

## ARTICLE II. PURPOSE

The purpose of the Association is to protect the rights of professional and support educators and advance their interests and welfare; advance the cause of public education for all individuals in the State of Maine; promote and protect human and civil rights, promote social and racial justice, especially those of professional and support educators; advocate professional excellence among professional and support educators and secure the autonomy of the profession; and guarantee the independence of the professional and support educators and assure its benefits to every affiliated association.

## ARTICLE III. AUTHORITIES

The Association shall be affiliated with the National Education Association (NEA) and meet its standards of affiliation.

## ARTICLE IV. MEMBERSHIP

### Section 1. Categories of Membership

Membership in the Association shall consist of the following classes: Active, Active Education Support, Past President, Retired, Student, Reserve, Staff, Non-Teaching Professionals, Community Ally, and such other classes as may be provided by the Bylaws.

### Section 2. Membership Eligibility

- A. Application for membership shall be open to all persons actively engaged in the education profession or to persons interested in advancing the cause of public education who shall agree to subscribe to the goals and objectives of the Association and to abide by its Constitution, Bylaws, and Standing Rules.
- B. Members shall adhere to the National Education Association Code of Ethics of the Education Profession and the Professional Educators of Maine Code of Ethics.

- C. The Association shall not deny membership to individuals on the basis of race, creed, national origin, age, color, gender, gender identity, handicap, marital status, sexual orientation, or economic status, nor shall any organization, which so denies membership, be affiliated with the Association.
- D. Community Ally Persons interested in advancing the cause of public education who are granted membership, and who are not eligible for any other category of membership, shall not have the right to serve as officers of the Association, as members of the Board of Directors, or as delegates to the Representative Assembly.

### **Section 3. Property Interest of Members**

All rights, title and interest, both legal and equitable, of a member in and to the property of the Association shall end upon termination of such membership.

## **ARTICLE V. REPRESENTATIVE ASSEMBLY**

### **Section 1. Function**

- A. The Representative Assembly shall be the legislative body of the Association. It shall have the power to transact all business of the Association, to enact legislation relative to the Association, and to make general regulations governing the work of the Board of Directors.
- B. The Representative Assembly derives its power from and shall be responsible to the membership.

### **Section 2. Composition**

- A. The Representative Assembly shall consist of the President, Vice President, Treasurer, NEA Director(s), Board of Directors members and elected delegates representing active, active education support, student, and retired members.

Allocation of delegate credentials to governance affiliates shall be on the basis of active, active education support, student, and retired membership in the Association as of August 31 of the year preceding the convening of the Representative Assembly.

- B. Active education support members shall be represented at the Representative Assembly at least in proportion to their membership in the Association. If the percentage of members elected to the Representative Assembly fails to achieve such proportional representation, support educator members in the state shall elect at-large the number of delegates required to assure such representation.

### **Section 3. Eligibility of Delegates and Alternates**

- A. Any active and active education support member of the Maine Education Association is eligible to be elected a voting member of the Representative Assembly by active and active education support members. Any retired member of the Maine Education Association is eligible to be elected a voting member of the Representative Assembly by retired members. Any student member of the Maine Education Association is eligible to be elected a voting member of the Representative Assembly by student members.
- B. Delegates shall be elected in accordance with the one-person, one-vote principle. Elections shall be conducted by open nomination and secret ballot. Only active, active education support, student, and retired members of the Maine Education Association shall be eligible to nominate and vote.

#### **Section 4. Meetings**

- A. It shall hold an annual meeting during the months of April, May, or June, on a Saturday and Sunday, the exact dates to be determined by the President of the Association. The place of the meeting shall be fixed by the Board of Directors. Notice of the time and place shall be given at least seven days prior to said meeting.
- B. With the consent of two-thirds of the membership of the Board of Directors, the President may at any time call the Representative Assembly into extraordinary session.

## **ARTICLE VI. OFFICERS AND BOARD OF DIRECTORS**

#### **Section 1. Officers**

The officers of the Association shall be: President, Vice President, and Treasurer.

#### **Section 2. Board of Directors**

- A. The Board of Directors shall consist of members as follows: three Officers - President, Vice President, Treasurer, - the National Education Association Director(s) from the state, one director from each of the Maine Education Association election districts, one director who represents education support professionals, and one director who represents retired members.
- B. Ethnic minority members shall be guaranteed representation on the Board of Directors in the same manner as an election district is guaranteed representation, except that the count for ethnic minority members shall be based upon statewide membership totals. If there are no ethnic minority members elected to the Board of Directors in election districts, an at-large ethnic minority seat on the Board of Directors shall be created for a three-year term. Candidates for this seat shall come from and be elected by ethnic minority members in a statewide election.
- C. Active K-12 education support professional members employed in education support positions shall be guaranteed representation on the Board of Directors. The Candidates

for that seat shall come from and be elected by K-12 education support members by a statewide election.

- D. Retired members of the Association who are also members of the Maine Education Association-Retired shall be entitled to one (1) seat on the Board of Directors. Candidates for this seat shall come from and be elected by a statewide election.
- E. Higher education members shall be guaranteed representation on the Board of Directors: one (1) member representing the AFUM and community college units and one (1) member representing the ACSUM, UMPISA, and MPBCEA units. Candidates for these seats shall come from and be elected by a statewide election.

### **Section 3. Terms of Office**

- A. The Officers shall serve no more than two (2) three-year (3) terms to begin July 15. No officer shall be eligible to consecutively succeed himself/herself more than once for the same position.

Officers who will have completed fewer than two (2) years of a vacated seat will be eligible to serve two (2) consecutive three-year (3) terms.

Officers who will have completed two (2) years or more of a vacated seat are eligible to serve one (1) additional three-year (3) term.

- B. The National Education Association Directors shall be nominated and elected in accordance with the procedures defined in the NEA Bylaws. The National Education Association Directors' terms shall begin on the date stipulated in accordance with NEA governance document requirements.

If an NEA Director position is eliminated, and there is a director's term expiring, that director position will be eliminated. If an NEA Director position is eliminated and no director terms are expiring, then the least senior Director's position shall be eliminated.

- C. MEA Board of Directors members shall serve no more than two (2) three-year (3) terms to begin July 15. No Board of Director member shall be eligible to consecutively succeed himself/herself more than once in any combination of MEA Director positions.

MEA Board of Directors members who will have completed fewer than two (2) years of a vacated seat will be eligible to serve two (2) consecutive three-year (3) terms.

MEA Board of Directors members who will have completed two (2) years or more of a vacated seat are eligible to serve one (1) additional three-year (3) term.

In no case will an MEA Director serve for more than eight (8) consecutive years.

### **Section 4. Impeachment**

Members of the Board of Directors may be impeached for violation of the Code of Ethics of the Education Profession for misfeasance, for malfeasance, or for nonfeasance in office in accordance with the procedures outlined in the Bylaws.

### **Section 5. Powers and Duties**

The Board of Directors or its designee shall have the authority to exercise general supervision and management over the affairs of the Association and fulfill those duties as established in the Constitution and Bylaws.

## **ARTICLE VII. AFFILIATES**

### **Section 1. Affiliation**

Affiliation shall mean a relationship based on a reciprocal contractual agreement between the Association and an organization involved with or interested in education and shall continue until the affiliate withdraws or becomes disaffiliated.

### **Section 2. Ethnic Minority Representation**

Affiliates of the Association shall take all reasonable steps to assure that their elective and appointive bodies shall have ethnic minority representation at least proportionate to the ethnic minority membership of the affiliate. "Ethnic minority" shall mean those persons designated as ethnic minority by statistics published by the United States Bureau of the Census. This designation shall specifically include American Indian/Alaska Native, Asian, Black, Hispanic, Native Hawaiian/Other Pacific Islander, and multiple races.

### **Section 3. Classes**

The two (2) classes of affiliates shall be governance and academic non-governance.

### **Section 4. Rights of Active Members in Governance Affiliates**

Each governance affiliate shall guarantee its members an open nomination and a secret ballot election procedure except as otherwise provided in the Constitution, Bylaws, or Standing Rules. No governance affiliate shall discriminate against its active members in their right to vote, seek office, or otherwise participate in the affairs of the affiliate, other governance affiliates, or of the Association. Only unified members are entitled to hold office in a local affiliate.

### **Section 5. Standards and Procedures for Affiliation**

Affiliates that fail to comply with standards and procedures set forth in this Constitution, Bylaws, and Standing Rules shall be subject to censure, suspension, or disaffiliation.

### **Section 6. Special Interest Groups**

Any organized group of Association members having a common interest or purpose may be recognized as a Special Interest Group provided such group is not eligible for any class of affiliation.

## **ARTICLE VIII. AMENDMENTS**

This Constitution, by a two-thirds (2/3) vote of the delegates who actually vote, and the Bylaws and the Standing Rules, by a majority vote of the delegates who actually vote, may be altered or amended at any annual meeting of the Representative Assembly; but any proposed changes must be submitted in writing to the Structure and Bylaws Committee in care of the Executive Director of the Association at least seventy (70) days prior to the annual meeting and must be published in official publications of the Maine Education Association prior to the meeting of the Representative Assembly.

# **BYLAWS**



MAINE EDUCATION ASSOCIATION

# BYLAWS

## ARTICLE I. MEMBERSHIP

### Section 1. Membership Categories

There shall be nine (9) classes of membership in the Association: Active, Active Education Support, Past President, Retired, Student, Reserve, Non-Teaching Professionals, Staff, and Community Ally.

A. Active Membership

Eligibility - Active membership shall be open to any person who is engaged in professional educational work or who is on a limited leave of absence from professional educational work or who is serving as an officer of the Association or as an officer of a governance affiliate. An active member shall hold or shall be eligible to hold a baccalaureate or higher degree or the regular teaching, vocational, or technical certificate required by his or her employment or shall be an exchange teacher who is regularly employed as a teacher in another country. Active members shall maintain membership in the state, national and governance affiliate where eligible.

B. Active Education Support Professional Membership

Eligibility - Active Education Support Professional membership shall be open to any employee of a school district, college or university, or other institutions devoted primarily to educational work who is not eligible for active membership, including a person who is on a limited leave of absence from such employment or who is serving as an officer of the Association or as an officer of a governance affiliate. Active Education Support Professional members shall maintain membership in the state, national and governance affiliate where eligible.

C. Past President Membership

Any Past President of the Maine Education Association shall receive life membership in the Association.

D. Retired Membership

Eligibility - Retired membership shall be open to any retired employee of a school district, college or university, or other institution devoted primarily to educational work.

Retired members shall maintain membership in the state, national and governance affiliate where eligible.

A Retired member who has contracted with an employing school district to work more than thirty (30) days or two hundred forty (240) hours in a membership year will have their Retired membership placed on hold; he/she shall join as an Active member until no longer eligible for Active membership, at which point Retired membership will be restored.

E. Student Membership

Eligibility - Student membership shall be open to any student enrolled in or preparing for a program of study in an accredited institution of higher learning that qualifies that student for a career in education, except that any person who has ever been eligible for active membership shall not be eligible for student membership. Student members shall maintain membership in the state, national and governance affiliate where eligible.

F. Reserve Membership

Eligibility - Reserve membership shall be open to any person who is on a leave of absence of at least one (1) semester or six (6) months from the employment that qualifies him/her for active or education support membership or who has held active or education support membership in the Association but whose employment status no longer qualifies that individual for such membership. Reserve members shall maintain membership in the state, national and governance affiliate where eligible for reserve membership.

G. Non-Teaching Professionals

Eligibility- Non-Teaching Professional membership shall be open to any employee of the University of Maine System, Maine Community College System, or of the Maine Public Broadcasting Corporation who is represented by the University of Maine Professional Staff Association (UMPSA), the Maine Community College Administrators Association, or the MPBC Employees Association. Non-Teaching Professional members shall maintain membership in the state, national and governance affiliate where eligible.

H. Staff Membership

Eligibility - Staff membership shall be open to any person employed on a regular basis by the Association.

I. Classification, Reciprocity and Appeals

1. Classification of membership in the Association shall be determined by governance or the state affiliate. Where Association membership is denied by virtue of educational position, the state may provide for such membership by vote of the Representative Assembly. Educational positions eligible for membership shall be determined through secret ballot in all governance affiliates.

If a member is eligible for more than one membership category, the member shall enroll in the category which provides the greatest degree of participation in Association governance.

2. Any active or active education support member who transfers from another state during the current school year and whose dues are paid in full and who also belongs to the National Education Association shall receive from this Association all the rights and privileges of active or active education support membership until the beginning of the next academic year, providing the state association from which the member has transferred offers a reciprocal membership. Such membership shall begin upon official notification to this Association by the member that said member wishes to exercise active or active education support membership privileges.
3. A member may request an appeal to the Board of Directors to be reclassified from the assigned class of membership.

J. Community Ally

Community Ally membership shall be open to any person interested in advancing the cause of public education, who supports the mission, vision, and core values of the Association, and who is not eligible for any other MEA membership category. The MEA Board of Directors shall adopt rules to implement this membership category.

Community Ally members shall not have the right to nominate or vote for candidates for elected office, nominate, or vote for delegates to the Representative Assembly, or hold any elected office or appointed committee position in the Association.

**Section 2. Rights and Limitations**

A. Rights of Participation

1. Active, active education support and non-teaching professional members shall have the right to full participation including, but not limited to, the right to vote and hold office. Past presidents shall enjoy these privileges, unless they become a regular employee of the NEA or any of its affiliates, in which case the privileges are waived for the duration of his/her employment with NEA or any of its affiliates.
2. Retired and student members shall only be eligible to hold office and vote for Association positions which represent their membership category, except when serving as elected delegates to the Maine Education Association Representative Assembly.
3. Reserve and staff members shall not have the right to hold office or to vote.

B. Aid and Services

1. Active, active education support, and non-teaching professional members shall be entitled to receive assistance in organization and negotiations from a governance affiliate, to obtain assistance in the protection of professional and civil rights, and to receive special services, reports and publications of the Association.
2. Retired, student, reserve and staff members shall be entitled to receive special services and publications of the Association.
3. Past President's who qualify for active, active education support or non-teaching professional membership shall receive the aid and services entitled to active members. All other Past President members shall receive the aid and services entitled to retired members.

C. Revocation of Membership Rights and Privileges

Any member whose payment of dues, according to a prearranged schedule, is in arrears by more than five (5) weeks shall not be entitled to membership rights and privileges until such time as payment of dues shall be in accordance with the schedule and the member is in good standing.

D. Censure, Suspension, Expulsion

1. A member of the MEA can be censured, suspended, or expelled only for good cause, and shall be entitled to a due process hearing before the MEA Judicial Board in accordance with rules adopted by the Representative Assembly. If the MEA Judicial Board decides to discipline an MEA member, the member may appeal that decision to the MEA Board of Directors, whose decision shall be final. The MEA Judicial Board also shall have the power to vacate a censure, lift a suspension, or reinstate a member.
2. No person may appeal to the National Education Association or initiate a lawsuit or other legal proceeding in any court or other forum, with regard to the threatened or actual imposition of discipline under this section unless such person has exhausted the procedure, including the right to appeal to the MEA Board of Directors.

**Section 3. Membership Year**

The official membership year of the Association shall be from September 1 of one year through August 31 of the following year.

**Section 4. Membership Dues**

- A. The annual membership dues of the Maine Education Association, for active professional members shall be calculated to the nearest dollar and shall be the greater of: (1) 2.5 percent increase over the prior year's dues, or (2) 0.765 percent of the average salary of Maine teachers as established by the Department of Education for the second year prior

to the budget year (i.e., the 2016-2017 dues will be based on the average teacher salary for 2014-2015). The Maine Education Association active part-time membership shall be open to any person who is employed fifty percent (50%) or less, but greater than twenty-five percent (25%), of the normal schedule for full-time faculty members or who is on sabbatical leave. Membership dues will be calculated to the nearest dollar on the basis of fifty percent (50%) of dues for full-time active educators.

One-quarter (1/4) membership shall be open to any person who is regularly employed for twenty-five percent (25%) or less of the normal schedule for full-time faculty members. Membership dues will be calculated to the nearest dollar on the basis of twenty-five percent (25%) of dues for full-time active professional educators.

- B. The annual active education support membership dues for active education support educators shall be equal to one-half (1/2) of the Maine Education Association dues for active educators rounded to the nearest dollar. The Maine Education Association active education support professional part-time membership shall be open to any person who is employed twenty-five (25) hours or less, but greater than fifteen (15) hours, and dues will be calculated to the nearest dollar on the basis of fifty (50%) percent of dues for full-time active education support professionals.

One-quarter (1/4) active education support membership shall be open to any person who is regularly employed for fifteen (15) hours or less of the normal schedule. Membership dues will be calculated to the nearest dollar on the basis of twenty-five percent (25%) of dues for full-time active education support educators.

- C. The Association shall allow credit to first-year active or active education support members who join the Association during their first year of membership eligibility, the reduction of their dues being ten percent (10%) per year for each year of their student membership and/or for each year of their student membership up to four (4) years. The first-year active member shall provide proof of membership to be eligible for credit, and the Association shall verify student membership. Any reduction in dues offered to first-time members or student members shall be contingent upon agreement to continuous membership.
- D. Any person (1) who joins as an active or active education support member for the first time after the commencement of the membership year, (2) who becomes eligible for active or active education support membership after the commencement of the membership year, or (3) who returns to professional education employment or to an education support position from a limited leave of absence after the commencement of the membership year, or (4) who is hired after the commencement of the membership year shall be enrolled in full standing for the remainder of the membership year by paying the amount of annual dues which is commensurate with the remaining portion of the membership year. Any reduction in dues offered to members shall be contingent upon agreement to continuous membership, if appropriate.
- E. The MEA Board of Directors may establish reduced membership dues for persons eligible for active or active education support membership who are included in a group of employees (1) that is attempting to become an affiliate of the Association or (2) for which

an affiliate of the Association is attempting to become the recognized organization. The amount of the dues charged such persons, and the Association services and benefits for which they are eligible, shall be determined by the Board of Directors on a case-by-case basis. The Board of Directors shall adopt rules for implementing this Bylaw. Any reduction in dues offered to first-time members or members of newly organized units shall be contingent upon agreement to continuous membership.

- F. Retired members shall pay annual dues of 5% of the Full-time Active Professional dues, rounded to the nearest dollar.
- G. Annual dues for reserve members shall be equal to one-quarter (1/4) of the Maine Education Association dues for active or active education support members, as appropriate, rounded to the nearest dollar.
- H. Student members shall pay annual dues of \$5.
- I. Staff members shall pay annual dues of \$30.
- J. Annual dues for non-teaching professional members shall be tiered with those earning \$24,500 or more per year paying active professional dues, and those earning less than \$24,500 per year paying active education support dues. The \$24,500 is the base amount established for the 1995-96 membership year and shall be indexed thereafter so that the amount of the dividing point shall be changed on an annual basis and increased or decreased based on the percentage of the previous year's average teacher's salary.
- K. Military Reservists – Active membership status will be continued for an MEA member who is a military reservist called to active duty due to the current United States efforts against terrorism. Dues for this membership category will be suspended when his/her salary is terminated and will remain suspended until the school salary is resumed.
- L. The annual assessment for the MEA Legislative Crisis Fund (50%) and Pro Education Media Campaign (50%) will be \$6 per active/retired member and \$3 per active educational support/student member.

**Section 5. Dues Transmittal and Enforcement Procedures**

- A. Membership dues shall be paid to the Executive Director of the Association or to any representative appointed by the Executive Director.
- B. The governance affiliate shall enter into a contract with the Executive Director governing the transmittal of Association dues. Governance affiliates shall have the full responsibility for transmitting Association dues on a contractual basis. Standards and contracts for transmitting dues shall be developed between the Association and each governance affiliate.
- C. A governance affiliate shall transmit to the Association at least the following specified minimal percentage of Association dues: 10% by October 15, 20% by November 15,

30% by December 15, 40% by January 15, 45% by February 15, 50% by March 15, 60% by April 15, 70% by May 15, 80% by June 15, 90% by July 15, 100% by August 15.

- D. A governance affiliate, which becomes delinquent in the contracted transmittal schedule for two (2) consecutive months without applying to the Executive Director for an Alternate Dues Transmittal Agreement (as described in the Association Policy Handbook) will be assessed a penalty of one (1%) percent per month on the overdue balance.
- E. A governance affiliate which is more than 20% in arrears in dues transmittal as determined by either the regular or a previously-approved alternate dues transmittal agreement will have its financial records subject to review by the MEA at the discretion of the Executive Director.

## **ARTICLE II. REPRESENTATIVE ASSEMBLY**

### **Section 1. Allocation of Delegates**

- A. A delegate elected to represent a governance affiliate or cluster election district shall be and remain a member of that governance affiliate or a governance affiliate within the cluster election district.
- B. In apportioning or reapportioning delegates, the Structure and Bylaws Committee shall adhere to the principle of one-person, one-vote. Each governance affiliate shall provide ethnic minority representation at least proportionate to its ethnic minority membership and shall provide proportionate representation by educational position.
- C. Delegates, representing active and active education support members, shall be apportioned to governance affiliates in accordance with the following:
  - 1. affiliates with 35 to 104 members shall be entitled to one (1) delegate;
  - 2. affiliates with 105 to 174 members shall be entitled to two (2) delegates;
  - 3. affiliates with 175 to 244 members shall be entitled to three (3) delegates;
  - 4. affiliates with 245 to 314 members shall be entitled to four (4) delegates;
  - 5. affiliates with 315 to 384 members shall be entitled to five (5) delegates;
  - 6. affiliates with 385 or more members shall be entitled to one (1) delegate for each additional 70 members or major portion thereof; and
  - 7. affiliates with 34 or less members shall be clustered into election districts containing at least 35 members.
- D. Delegates representing student members shall be apportioned in accordance with the following:
  - 1. student affiliates with 35 to 199 members shall be entitled to two (2) delegates;
  - 2. student affiliates with 200 to 499 members shall be entitled to three (3) delegates;
  - 3. student affiliates with 500 to 799 members shall be entitled to four (4) delegates.

Student delegate terms shall be for one (1) year.

- E. Delegates representing retired members shall be apportioned in accordance with the ratio of one (1) delegate per five hundred (500) members or major portion thereof.
- F. When a governance affiliate suffers a loss of membership as of August 31 and the loss of membership reduces the number of delegates to which the governance affiliate is entitled, and there are no vacant delegate seats, then the delegate(s) and alternate(s), if any, elected more recently shall suffer the delegate seat reduction.
- G. In the event that the loss of membership results in the loss of more than one (1) delegate, the governance affiliate shall determine by random selection the Representative Assembly delegate(s) who will retain their seat(s).

### **Section 2. Terms of Delegates and Alternates**

- A. All terms of office of Representative Assembly delegates shall be for three (3) years, or as specified on the official vacancy list as of August 31 of the current election year. The terms shall begin and expire upon ratification of MEA election results.
- B. Delegates and alternates shall be elected at the same time.
- C. An alternate delegate who has been elected through the regular elections process may be designated to replace a delegate who is unable to attend the Representative Assembly and shall resume alternate delegate status immediately following the Representative Assembly. An alternate delegate may also be designated to serve the remaining term of a delegate who has resigned from the delegate position or who is no longer employed in the governance affiliate represented.
- D. The delegates who represent the governance affiliate shall be seated in the Maine Education Association Representative Assembly at the annual meeting only if the governance affiliate has transmitted sixty (60%) percent of the dues receivable by May 1. Any delegate from a governance affiliate who is denied a seat at the Representative Assembly due to the application of this paragraph may appeal the matter to the full Representative Assembly which may, by majority of its membership, vote to seat the delegate.

### **Section 3. Delegates/Alternates Who File Late**

- A. Members who file notices of intent to become delegates/alternates after May 1 shall be considered late and shall meet with the Structure and Bylaws Committee prior to the first business session for an orientation session regarding seating procedures. Members will be required to:
  - (1) provide proof of membership, and
  - (2) submit a Certificate of Election signed by the local president. Members are responsible for confirming that MEA has received all necessary documents.



- B. A list of qualified delegates who filed late shall be presented by the Elections Committee to the Representative Assembly for seating. A majority vote of delegates present and voting shall be required to seat delegates/alternates who filed late.
- C. Members who filed late and are seated by the Representative Assembly shall hold office only until the next ratification of MEA election results.

**Section 4. Meetings**

- A. The President of the Association shall call the meeting of the Representative Assembly to order and preside over its deliberations. The Executive Director of the Association shall be the Secretary of the Representative Assembly, but in his/her absence the President shall appoint a temporary secretary.
- B. A majority of the Representative Assembly delegates elected shall constitute a quorum for the transaction of business. In the absence of a quorum, the meeting shall be adjourned to reconvene at the call of the President.

**Section 5. Elections**

The following positions shall be elected at the annual meeting of the Representative Assembly by a majority vote of delegates present and voting. Elections shall be by open nomination and secret ballot unless there is only one (1) nominee. In the event there is only one (1) candidate for a position, the candidate shall be declared elected.

- A. President
- B. Vice President
- C. Treasurer
- D. National Education Association Director(s)
- E. Maine Public Employees Retirement System Trustee - The Maine Education Association representative on the Board of Trustees of the Maine Public Employees Retirement System shall be nominated and elected in accordance with the procedures followed in the election of officers. The term of office shall be as defined in the Maine Public Employees Retirement System Laws, Title 5, Chapter 101, Subchapter II, s1031.

**ARTICLE III. NATIONAL EDUCATION ASSOCIATION REPRESENTATIVE ASSEMBLY**

**Section 1. Active and Active Education Support Professionals**

Only persons who have been and remain active and active education support members of the Maine Education Association and the National Education Association for the two (2) years immediately preceding their nomination shall be eligible to be delegates to the National

Education Association Representative Assembly. Elections shall be conducted in accordance with procedures outlined in the MEA Standing Rules and Elections Handbook and the NEA Election Guidelines.

**Section 2. Student and Retired Members**

Student and retired members are also eligible to become delegates/alternates to the NEA Representative Assembly according to procedures outlined in the MEA Standing Rules and Elections Handbook and the NEA Election Guidelines.

**ARTICLE IV. OFFICERS**

**Section 1. Powers and Duties of the President**

The President of the Association will be the chief policy officer of the Association. The President shall:

- A. act as the official spokesperson for the Association or assign at the President's discretion the responsibility of such representation;
- B. preside at all general sessions of the Association and all sessions of the Board of Directors and the Representative Assembly;
- C. cause the Constitution, Bylaws, and Standing Rules to be enforced according to the several provisions thereof;
- D. appoint members to committees as herein provided and all ad-hoc committees unless otherwise determined by new business items;
- E. cause to be prepared the agenda for the governing bodies of the Association;
- F. advise and assist in preparing the annual budget for submission to the Representative Assembly;
- G. meet regularly with the officers and with the Executive Director;
- H. serve as the First Alternate National Education Association Director;
- I. serve as delegate to the Representative Assembly; and
- J. perform all other duties applicable to the office of President.

**Section 2. Powers and Duties of the Vice President**

The Vice President of the Association shall:

- A. act for the President when the President is unable to perform the duties of office;

- B. perform such other duties as are directed by the Constitution, Bylaws, and Standing Rules or by the President;
- C. serve as Second Alternate National Education Association Director and
- D. serve as a delegate to the Representative Assembly.

**Section 3. Powers and Duties of the Treasurer**

The Treasurer shall:

- A. serve as Chairperson of the Strategic Budget Committee;
- B. be responsible for making financial reports as required by the Board of Directors;
- C. present a preliminary budget for the next fiscal year at the budget hearing at the Representative Assembly;
- D. perform such other duties as directed by the Constitution, Bylaws, and Standing Rules or by the President;
- E. serve as delegate to the Representative Assembly; and
- F. perform all other duties applicable to the office of Treasurer.

**Section 4. Succession and Vacancies**

- A. A vacancy in the office of President shall be filled by the Vice President.
- B. If during the first or second year of a term a vacancy in either the office of Vice President or the office of Treasurer occurs, such vacancy shall be filled by the Board of Directors at its next regular meeting, which shall elect a successor to serve until the next meeting of the Representative Assembly. The Representative Assembly shall then elect a successor for the remainder of the term. In the event a vacancy occurs during the third year of a term, the Board of Directors at its next regular meeting shall elect a successor for the remainder of the term.
- C. If a vacancy occurs in both the offices of the President and Vice President, the vacancy in the office of President shall be filled by the Treasurer until the next meeting of either the Board of Directors or Representative Assembly, which must be held within forty-five (45) days of the vacancy. If there are more than six (6) months before the annual Representative Assembly, a special meeting of the Representative Assembly shall be called to elect a successor to fill the vacancy in the office of President until the annual meeting of the Representative Assembly. If there are less than six (6) months before the annual meeting of the Representative Assembly, the Board of Directors shall then elect a successor to fill the vacancy in the office of the President until the annual meeting of the Representative Assembly.

### **Section 5. Loss of Position**

In the event that the Vice President or the Treasurer loses his/her educational position, the seat shall become vacant. The seat shall be filled in accordance with the procedures provided in the Bylaws.

### **Section 6. Impeachment of Officers**

Officers of the Association may be impeached for misfeasance, for malfeasance, or for nonfeasance in office.

- A. Impeachment proceedings against an officer shall be initiated by written petition submitted to the Structure and Bylaws Committee by at least forty (40%) percent of the certified delegates to the Representative Assembly.
- B. The Structure and Bylaws Committee shall randomly select thirty-three (33) names from the Representative Assembly certified delegates, the first nine (9) names of those who are available and do not have a conflict of interest shall serve on a Review Board, the next two (2) names of those who are available and do not have a conflict of interest shall serve as alternates to the Review Board. The Review Board shall conduct a due process hearing. A two-thirds (2/3) vote of the Review Board shall sustain the charge. After a vote to sustain the charge, the office shall immediately become vacant. The decision of the Review Board shall be rendered within sixty (60) days of receipt of the petition.
- C. The officer may appeal the decision of the Review Board to the Representative Assembly. This request for an appeal shall be submitted to the Structure and Bylaws Chairperson within ten (10) days after the decision has been rendered.
- D. The Structure and Bylaws Committee must convene a special meeting of the Representative Assembly within forty-five (45) days after receiving the notice of appeal. The President shall preside at any impeachment appeals proceeding before the Representative Assembly unless the President is the subject of the impeachment. In the event the President is the subject of the impeachment appeals proceeding, then the Vice President shall preside. In the event the President and Vice President are the subjects of the impeachment appeal, then the Treasurer shall preside. All delegates must receive at least two (2) week's written notice of said special meeting. A decision of the Review Board shall be sustained or overturned by a majority of the certified delegates who actually vote.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. Elections**

- A. Board of Directors members shall be elected by members in their respective governance districts.
- B. Members shall not be entitled to seats on the Board of Directors until the ballots have been counted and the Elections Committee has certified the results of the election. An appeal of the decision of the election results would first be taken to the Elections Committee. An appeal of the decision of the Elections Committee may then be taken to

the Structure and Bylaws Committee. An appeal of the decision of the Structure and Bylaws Committee may then be taken to the Board of Directors, but in case of such appeal, the right to decide the appeal shall be the role of the uncontested members of the Board of Directors.

## **Section 2. Duties**

- A. The Board of Directors shall be charged with the following duties:
1. be in charge of the general interest of the Association;
  2. receive and review, on a regular basis, all Maine Education Association standing committee reports;
  3. recommend and/or refer matters to the standing committees for their consideration;
  4. carry into effect all orders and resolutions of the Association not otherwise provided for;
  5. advise and assist the President in the preparation of an agenda for the Representative Assembly;
  6. annually, with the officers and staff, report to the Representative Assembly concerning the implementation of actions adopted by the previous assembly;
  7. appoint and fix the salary of a full-time Executive Director;
  8. maintain office headquarters of the Association;
  9. provide input to the preparation of the Association budget prior to the spring meeting of the Strategic Budget Committee;
  10. manage the business and property affairs of this Association. The Board shall make appropriations from the funds of the Association for the activities and expenses of the Association in accordance with the vote of the Representative Assembly. It shall annually make provisions, unless otherwise directed by the Representative Assembly, for the auditing of the accounts of the Association by the employment of a public accountant for that purpose;
  11. charter governance affiliates pursuant to standards adopted by the Representative Assembly;
  12. censure, suspend, or expel a governance affiliate pursuant to procedures adopted by the Board. A governance affiliate may appeal such decision to the Representative Assembly;
  13. reinstate a governance affiliate;

14. present policy proposals initiated by their constituency to the MEA President and Board of Directors and for communicating with and reporting to their constituency policies and actions of the Board of Directors;
15. decide questions arising as to the interpretation of the provisions of this Constitution, Bylaws, and Standing Rules. Said decisions shall remain valid until the next meeting of the Representative Assembly and thereafter, unless overturned by the Representative Assembly.

B. Members of the Board of Directors shall:

1. attend meetings and the annual Board of Directors Retreat, and be encouraged to attend ACT, District Bargaining Council and Governance meetings within their district, all MEA-sponsored conferences, the MEA Representative Assembly, and national governance meetings and training sessions as approved by the MEA President;
2. serve on or as liaisons to various MEA and other committees as requested by the MEA President and shall attend meetings associated with those committees; and;
3. serve as delegates to the MEA Representative Assembly.

**Section 3. Meetings and Quorums**

- A. Meetings of the Board of Directors may be called by the President or upon the petition of three (3) members of the Board of Directors by written notice stating the time, place and purpose of said meetings.
- B. If and when three-fourths (3/4) of the Board of Directors shall severally or collectively consent in writing to any action to be taken by the Association, such action shall be as valid as though it were authorized at a meeting of the members.
- C. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

**Section 4. Vacancies**

- A. A seat on the Board of Directors shall automatically become vacant when such member holding such position leaves the profession, resigns, is impeached, is no longer employed in that governance district from which elected, or whose change in membership category makes such member no longer eligible to represent that governance district. Vacancies in all seats shall be filled by appointment by a majority vote of the members of the Board of Directors present at a regular or special meeting according to procedures outlined in the Elections Handbook. Such appointment shall be effective until the next July 15.
- B. Board of Directors members who will have completed fewer than two (2) years of vacated seat will be eligible to serve two (2) consecutive three-year (3) terms.

- C. Board of Directors members who will have completed two (2) years or more of a vacated seat are eligible to serve one (1) more three-year (3) term.
- D. Vacancies on the Board of Directors must be advertised to all governance affiliate presidents in affected governance districts and to all Board of Directors members. If the vacancy involves the retired board member, all retired members must be apprised of the vacancy. All governance affiliate presidents must be apprised of the education support professional vacancy. For higher education unit vacancies, the presidents of each unit shall be apprised of vacancies during the election season. For vacancies that do not occur during the election season, all higher education members must be apprised of the respective higher education unit vacancies. Notice must be provided at least thirty (30) days prior to appointments to the Board of Directors. The appointments must be in accordance with the MEA Constitution, Bylaws, and Standing Rules.
- E. Board of Directors members may elect to take a temporary leave of absence during their term of office. This temporary vacancy shall be filled by temporary appointment by a majority vote of the members of the Board of Directors present at a regular or special meeting of said Board. The procedures outlined in the Association Policy Handbook shall apply for all appointments. Such appointment shall be effective until the Board of Directors member who is on temporary leave of absence returns to the position.
- F. In the event that a member of the Board of Directors loses his/her educational position, the seat shall become vacant. The seat shall be filled in accordance with the procedures provided in the Constitution, Bylaws, Standing Rules, and Elections Handbook.

**Section 5. Impeachment**

- A. Impeachment proceedings against a member of the Board of Directors shall be initiated by written petition submitted to the Structure and Bylaws Committee by at least forty (40%) percent of the Presidents of the governance affiliates from the governance district from which the member of the Board of Directors was elected or by written petition of at least forty (40%) percent of the members of the Board of Directors.
- B. The Structure and Bylaws Committee shall randomly select thirty-three (33) names from the Representative Assembly certified delegates, the first nine (9) names of those who are available and do not have a conflict of interest shall serve on a Review Board, the next two (2) names of those who are available and do not have a conflict of interest shall serve as alternates to the Review Board. The Review Board shall conduct a due process hearing. A two-thirds (2/3) vote of the Review Board shall sustain the charge. After a vote to sustain the charge, the office shall immediately become vacant. The decision of the Review Board shall be rendered within sixty (60) days of receipt of the petition.
- C. The member of the Board of Directors may appeal the decision of the Review Board to the Board of Directors. This request for an appeal shall be submitted to the Structure and Bylaws Chairperson within ten (10) days after the decision has been rendered.

- D. The President must convene a special meeting of the Board of Directors within forty-five (45) days after receiving the notice of appeal. The President shall preside at any impeachment appeals proceeding before the Board of Directors. All members of the Board of Directors must receive at least two (2) week's written notice of said special meeting. A majority of the certified delegates shall sustain the decision of the Review Board.

## **ARTICLE VI. COMMITTEES**

### **Section 1. Representative Assembly Committees**

- A. Resolutions Committee

A Resolutions Committee of eleven (11) members shall receive resolutions and new business items from members, groups of members, and committees, and, after editing and reviewing those resolutions and new business items, shall present them to the Representative Assembly. Committee members shall be appointed for three-year (3) terms.

- B. Strategic Budget Committee

A Strategic Budget Committee of ten (10) members shall be appointed to include the Treasurer who shall chair the committee, seven (7) members appointed from the general membership (with at least three (3) of the seven (7) who are Representative Assembly delegates), and two (2) to be appointed from the Board of Directors. The function shall be to prepare, with the assistance of the Executive Director and President, the annual budget for presentation to the Board of Directors for transmittal to the Representative Assembly. Committee members shall be appointed for three-year (3) terms and Board of Directors members shall be eligible to serve on the Strategic Budget Committee only during their terms of office.

- C. Structure and Bylaws Committee

A Structure and Bylaws Committee of eleven (11) members shall be appointed to study the Constitution, Bylaws, and Standing Rules of the Association and shall annually make recommendations, which may be in the form of amendments to the Constitution, Bylaws, and Standing Rules in order to more effectively achieve the purposes of the Association. The committee shall be responsible for continuous maintenance of an efficient and workable election procedure and shall, through an Elections Committee of five (5), be responsible for planning and conducting elections. The committee shall be responsible for apportioning RA delegate credentials among governance affiliates. Committee members shall be appointed for three-year (3) terms.

### **Section 2. Standing Committees**

- A. Government Relations Committee



A Government Relations Committee shall consist of members representing each of the UniServ Districts, one (1) education support professional member, one (1) Maine Education Association retired member, and one (1) student. Where representation from each UniServ District is not feasible, the President shall have the option of filling committee positions with at-large appointments for not more than one (1) year. Committee members shall be appointed for three-year (3) terms. If there are no ethnic minority members on the committee, the President shall have the option of creating and filling an at-large ethnic minority seat on the committee for a term of not more than one (1) year.

B. Human, Civil Rights, and Social Justice Committee

A Human, Civil Rights, and Social Justice Committee of eleven (11) members shall advocate for educational and training programs designed to enhance human and civil rights and shall make recommendations on ways for the Maine Education Association to promote social justice. Committee members shall be appointed for three-year (3) terms.

C. Instruction and Professional Development Committee

An Instruction and Professional Development Committee shall consist of one (1) member from each of the UniServ Districts, one (1) education support professional member, one (1) member of the Maine Education Association retired, and one (1) student. Where representation from each UniServ District is not feasible, the President shall have the option of filling committee positions with at-large appointments for not more than one (1) year. Committee members shall be appointed for three-year (3) terms. If there are no ethnic minority members on the committee, the President shall have the option of creating and filling an at-large ethnic minority seat on the committee for a term of not more than one (1) year.

D. Statewide Bargaining Committee

A Statewide Bargaining Committee shall consist of one (1) member with bargaining expertise from each UniServ District, one (1) education support professional member selected from the state at-large, one (1) Maine Education Association retired member, and one (1) student member. Where representation from each UniServ District is not feasible, the President shall have the option of filling committee positions with at-large appointments for not more than one (1) year. Committee members shall be appointed for three-year (3) terms. If there are no ethnic minority members on the committee, the President shall have the option of creating and filling an at-large ethnic minority seat on the committee for a term of not more than one (1) year.

E. Judicial Board

The MEA Judicial Board shall consist of five (5) members appointed by the MEA President, with the consent of the MEA Board of Directors. The members of the MEA Judicial Board shall be appointed for five (5) year staggered terms, beginning September 1. The MEA President shall designate one (1) member of the MEA Judicial Board to serve as its Chairperson. Members of the MEA Judicial Board shall have been active,

active education support, and/or retired members of MEA for at least five (5) consecutive years immediately prior to their appointment, and shall maintain active, active education support, or retired membership while serving on the MEA Judicial Board. A member of the MEA Judicial Board may be a delegate to the MEA and/or National Education Association Representative Assemblies, but shall hold no other elective or appointive position in MEA or any of its affiliates.

F. Education Support Professional (ESP) Committee

An Education Support Professional Committee of eleven (11) members shall advocate for ESP involvement in the Association and educational and training programs designed to advance ESP related issues. Committee members shall be appointed for three-year (3) terms.

G. Black, Indigenous, People of Color Committee

Black, Indigenous, People of Color Committee of 11 (eleven) members shall advocate for minority involvement and pathways to leadership, support educators and students of color, promote and support Anti-Racist education, and identify policies and practices that further support the MEA becoming an inclusive, equitable, and diverse organization. Committee members shall be appointed for a three-year (3) term.

**Section 3. Ad Hoc Committees**

Ad hoc committees may be established by the Representative Assembly, by the Board of Directors, or by the President for the purpose of accomplishing a specific task within a limited period of time.

**ARTICLE VII. GOVERNANCE AFFILIATES AND ACADEMIC NON-GOVERNANCE AFFILIATES**

**Section 1. Charter for Affiliation**

- A. Governance affiliates of the Association shall be chartered by a majority vote of the Board of Directors.
- B. The Association shall charter no more than one (1) governance affiliate within the same jurisdictional boundaries, with the exception of governance affiliates not competing for the same category of membership. Where two (2) or more governance affiliates of the same category of membership qualify for affiliation in the same jurisdictional boundaries, the Association shall charter the prospective governance affiliate with the greater number of active members.

**Section 2. Governance Affiliates**

- A. A governance affiliate is a recognized and chartered group of employees of a school administrative unit or higher education institution, or retired teachers, or students attending a higher education institution, or employees of an educational television station.
- B. A group or unit seeking governance affiliation shall file a written application, including copies of its governance documents, with the Board of Directors.
- C. A governance affiliate, the basic unit of self-governance within the Association, may be organized in a manner which comprises any compatible group, meeting at least the minimum standards of affiliation.
- D. The Association shall not affiliate a governance affiliate unless it meets the following minimum standards:
  - 1. each governance affiliate shall apply the one-person, one-vote principle for representation on its governing bodies except that the governance affiliate shall guarantee ethnic minority representation at least proportionate to its ethnic minority membership;
  - 2. the governance affiliate shall conduct all elections with open nominations and by secret ballot;
  - 3. the governance affiliate shall require membership in the Association and in the National Education Association, where eligible for active membership;
  - 4. the governance affiliate shall be reviewed by the Association to determine compliance with minimum standards for affiliation;
  - 5. the governance affiliate shall have the same membership and fiscal years as that of the Association.
  - 6. the governance affiliate shall guarantee that no member of said governance affiliate may be censured, suspended, or expelled without a due process hearing, which shall include an appropriate appellate procedure; and
  - 7. the governance affiliate shall deny membership to an individual while said individual is denied membership in the Association.
- E. Trusteeship
  - 1. The Association may establish a trusteeship over an affiliated local association for the purpose of (1) correcting corruption or financial malpractice or (2) restoring democratic procedures.
  - 2. If the MEA Officers determine that there is adequate cause under Section 1 of this Bylaw to establish a trusteeship, the MEA Officers shall recommend to the MEA Board of Directors that a trusteeship be established. As soon as possible after said vote, the President shall send to the Board of Directors a copy of the

recommendation of the MEA Officers, and shall include with said recommendation a written statement setting forth the basis for the MEA Officers' determination that there is adequate cause for the establishment of a trusteeship. The written statement shall be sufficiently specific so as to enable the local association to prepare a defense.

Any action taken by the local association to disaffiliate from the Maine Education Association after the MEA Officers have made an adequate cause determination pursuant to Section 2 of this Bylaw, or has established an immediate trusteeship pursuant to Section 7 of this Bylaw, shall be of no effect.

3. A recommendation by the MEA Officers to establish a trusteeship shall be acted upon by the Board of Directors at its next regularly scheduled meeting or at a special meeting called for that purpose, occurring at least thirty (30) days after the Board of Directors has received said recommendation.

At least twenty (20) days prior to the meeting of the Board of Directors at which the recommendation of the MEA Officers is to be acted upon, the President shall send to the local association a notice advising it of the recommendation of the MEA Officers and setting forth the date, time, and place of the meeting of the Board of Directors at which said recommendation shall be acted upon. The President shall include with said notice a copy of the written statement that was submitted to the Board of Directors pursuant to Section 2 of this Bylaw and a copy of the rules and procedures that shall be followed by the Board of Directors in acting upon the recommendation of the MEA Officers.

A hearing shall be held before the Board of Directors, pursuant to rules and procedures adopted by the Board of Directors for such purpose to determine whether to establish a trusteeship. The Board of Directors may delegate to a committee consisting of not less than five (5) Board of Directors members, none of whom may be members of the MEA Officers, the responsibility to receive evidence and hear arguments in the first instance, provided that the final decision regarding the establishment of a trusteeship shall be made by the full Board of Directors, and all interested parties shall have an adequate opportunity to present their views on the matter to the full Board of Directors before the final decision is made.

On the basis of the evidence and arguments presented at the hearing, the Board of Directors shall vote on the question of whether a trusteeship should be established. If more than one-third (1/3) of the members of the Board of Directors who vote on the question vote "no," the recommendation of the MEA Officers shall have been rejected. If two-thirds (2/3) or more of the members of the Board of Directors who vote on the question vote "yes," the recommendation of the MEA Officers shall have been accepted, in which event a trusteeship shall be established over the local association as of the announcement of the vote. As soon as possible after said vote, the MEA Officers shall appoint a trustee.

4. Subject to the control and direction of the MEA Officers, a trustee shall have the power to:
  - a. conduct the affairs of the local association, including supervisory control over its officers, employees and other representatives;
  - b. take possession of the books, records, funds, and other assets of the local association, to be held in trust for and used only in the proper conduct of its affairs;
  - c. remove officers and staff of the local association, and replace them if deemed appropriate for the duration of the trusteeship; and
  - d. take such other actions as in a trustee's judgment are necessary for the preservation of the rights and interests of the Maine Education Association and the members of the local association.

The MEA Officers shall have the right, with or without cause, to replace a trustee at any time.

Reasonable expense incurred by a trustee in the performance of his or her functions shall be paid out of the funds of the local association, if available; otherwise, such expenses shall be paid by the Maine Education Association.

5. The MEA Officers shall terminate a trusteeship as soon as the cause for its establishment has been remedied. If the MEA Officers reject a request from the Board of Directors (or equivalent governing body) of a local association to terminate a trusteeship, the local association shall have the right to appeal to the MEA Board of Directors, provided that no such appeal may be taken within three (3) months after the decision of the MEA Board of Directors on a prior appeal.

Prior to the termination of a trusteeship, a trustee shall conduct an election, in accordance with the applicable provisions of the governing documents and policies of the local association and the Maine Education Association to fill, as of the date of such termination, officer positions vacated by removal or departure of former incumbents. As of the date of termination of a trusteeship, a trustee shall return control of the books, records, funds, and other assets of the local association to its appropriate officers. A trustee shall make a final accounting of a trusteeship, and submit copies to the Board of Directors and the local association.
6. No financial obligation or liability of the local association which may exist at the time a trusteeship is established, or which may be incurred during a trusteeship, shall be assumed by or become an obligation of the Maine Education Association.
7. Subject to the provisions of section A of this Bylaw, in case of emergency, where the best interests of the local association and the Maine Education Association require, the MEA Officers may, by unanimous vote of all the MEA Officers

(excluding any member who is or was a member of the local association in question), establish an immediate trusteeship over the local association without action by the Board of Directors. In such a case, the matter shall be submitted to the Board of Directors, which may affirm or reverse the action of the MEA Officers pursuant to the procedure set forth in Section 3 of this Bylaw, provided that if the Board of Directors does not take action within sixty (60) days following establishment of a trusteeship by the MEA Officers, said trusteeship shall automatically terminate.

8. If the Board of Directors establishes a trusteeship or refuses to terminate an established trusteeship, the local association shall have the right to appeal to the Representative Assembly, provided that written notice of such appeal is filed with the President by at least ten (10%) percent of the active members in good standing of the local association or by a three-fourths (3/4) vote of the highest governing body of the local association within forty-five (45) days after the decision of the Board of Directors is made known to the local association. The Representative Assembly shall rule on the appeal at its first meeting occurring after the President received the written notice of appeal.

Pending an appeal to the Representative Assembly, the decision of the Board of Directors shall remain in full force and effect.

9. The Board of Directors shall adopt such rules and procedures as may be necessary to implement this Bylaw.

**Section 3. Academic Non-Governance Affiliates**

- A. An academic non-governance affiliate is an organization a common instructional purpose, which has a reciprocal, complementary and supportive relationship to the Maine Education Association.
- B. The academic non-governance affiliate must meet the following minimum standards:
  - a. the affiliate shall have common interests in advancing public education with the Maine Education Association; and
  - b. the affiliate shall be a self-governing organization with expressed values compatible with those of the Maine Education Association.
- C. Affiliation proposals shall include:
  - a. Copies of potential affiliate’s governance documents
  - b. Letter of interest signed by the organization’s governance board.
  - c. Relationship goals and areas of collaboration in support of shared values, public education, and MEA goals.
- D. Affiliate Relationships will be approved by the MEA Board of Directors and reviewed on a regular basis not to exceed three (3) years.
  - a. It is understood that Affiliate Relationships are voluntary and collaborative; and
  - b. Affiliation does not commit MEA resources or action.

**Section 4. Dual Affiliation**

A governance affiliate of the Maine Education Association may not be simultaneously affiliated with any other organization that provides services similar to that of the Association without MEA Board of Directors approval. The Maine Education Association Board of Directors may, at its discretion, permit dual local affiliation with any other bona fide labor organization that meets all MEA and National Education Association policies.

**Section 5. Censure, Suspension or Disaffiliation**

- A. For cause shown, the Board of Directors may censure, suspend or disaffiliate any affiliate. Such action may take place only after due notice and a hearing. In the event an adverse action is taken, said affiliate shall have the right to appeal the decision to a seven-member (7) appellate jury which shall be comprised of disinterested Representative Assembly delegates according to the following selection procedure: the Maine Education Association Executive Director shall make available a current listing of the Maine Education Association Representative Assembly delegates from which the aggrieved party and the Maine Education Association President shall select the seven (7) jurors under a striking procedure. The decision of the jury shall be binding on all parties.
  
- B. Any governance affiliate shall have the right to disaffiliate from the Maine Education Association. The vote shall be by secret ballot and disaffiliation shall occur when sixty-five percent (65%) or more of the total membership votes affirmatively to disaffiliate. Any governance affiliate contemplating a vote on the question of continued affiliation with the Maine Education Association will notify the Executive Director of the Maine Education Association not fewer than thirty (30) days prior to the taking of the vote as to the date on which the vote will be taken. The governance affiliate will remain liable for all dues owed to the Maine Education Association and the National Education Association for the current membership year.

**Section 6. Special Interest Groups**

Any Special Interest Group may be recognized by a majority vote of the Board of Directors. The terms and conditions of the relationship between the Association and the Special Interest Group shall be negotiated by the Board of Directors and the group seeking recognition.

**ARTICLE VIII. EXECUTIVE DIRECTOR**

**Section 1. Functions**

The Executive Director will be the chief administrator of the Association. The Executive Director shall:

- A. be selected by the Board of Directors;
  
- B. have immediate direction of the work of the Association staff and evaluation of the staff;

- C. act as general manager of the Association consistent with the policies of the Association;
- D. serve as the Secretary of the Association including but not limited to the proceedings of general meetings, meetings of the Board of Directors, and the Representative Assembly;
- E. prepare the Association budget with the officers for transmittal to the Representative Assembly and be responsible for the day-to-day fiscal management of the Association;
- F. be responsible for developing and implementing programs consistent with the policies set by the governance bodies;
- G. serve as consultant to the officers, governing bodies and Association committees;
- H. represent the Association as spokesperson on matters of established policy at the discretion of the President; and
- I. perform such other duties as may be prescribed by the Board of Directors.

### **Section 2. Money Receipt and Disbursement**

The Executive Director shall receive and, under the direction of the Board of Directors and the Treasurer, hold for safekeeping all money paid to the Association, co-sign all authorizations for the disbursements from the General Fund and any dedicated funds as are held by the Association.

## **ARTICLE IX. GENERAL FINANCE**

### **Section 1. Fiscal Year**

The fiscal year of the Association shall be September 1 through August 31.

### **Section 2. General Fund**

- A. The general fund of the Association shall comprise all income received in the form of dues, interest, dividends, fees, earnings from advertising, rents, sales of Association publications, payment for services, and funds received by gift, bequest, devise or transfer to the Association.
- B. The Association should strive to maintain a current ratio of 2:1 of current assets over current liabilities. If at the end of a fiscal year the audited current assets to current liabilities should fall below a ratio of 1.5:1, the Board of Directors shall initiate a detailed professional analysis of the fiscal status of the Association. After careful review, the Board shall take any necessary measures to ensure the immediate fiscal health of the Association and recommend to the Representative Assembly a budget for the subsequent year, which restores a 2:1 ratio of current assets to current liabilities.

### **Section 3. Budget**



- A. The budget of the Association shall be designed to achieve the goals and objectives of the Association.
- B. The Officers, the Executive Director and the Strategic Budget Committee, shall prepare the proposed budget for presentation to the Board of Directors for review prior to transmittal to the Representative Assembly. The budget shall be recommended to the Board of Directors not less than forty-five (45) days prior to the convening of the Representative Assembly. The budget shall then be transmitted to the Representative Assembly delegates not less than thirty (30) days prior to the convening of the Representative Assembly.
- C. The Strategic Budget Committee shall hold at least one (1) open hearing on the proposed budget at the Representative Assembly. The delegates may make recommendations to the Committee for changes in the proposed budget.
- D. The budget shall include an appropriation for contingencies of at least one-third of one percent (1/3 of 1%) of the previous year's budget. This provision may be waived by the Representative Assembly with a two-thirds (2/3) vote.
- E. Compensation for members of the Board of Directors shall be approved by the MEA Representative Assembly through the budget process.
- F. The Strategic Budget Committee shall review each new business item and resolution submitted, and without changing or eliminating any, shall:
  - 1. make a preliminary estimate of the cost of each item and
  - 2. determine whether the item is covered in the Strategic Budget.
- G. The adoption of the Strategic Budget shall be by vote of the Representative Assembly after consideration of all adopted new business items and resolutions.
- H. The Board of Directors may make adjustments for additional revenues and/or expenditures to the Strategic Budget by a two-thirds (2/3) vote and only when Governance Affiliate Presidents and the Maine Education Association Representative Assembly delegates have received a ten (10) day written notice of the proposed adjustment.

**Section 4. Expenditure for Capital Improvement or from Contingency**

Disbursement of funds for capital improvements to acquire new properties, or to provide for major long-term improvements in existing properties, or from contingency shall be authorized by a two-thirds (2/3) vote of the Board of Directors or the Representative Assembly.

**ARTICLE X. GENERAL PROVISIONS**

**Section 1. Indemnity**

Each officer, member of the Board of Directors, and employee of the Association shall be indemnified by the Association against expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him/her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association), by the reason of the fact that he/she is or was an officer, member of the Board of Directors or employee of the Association, or is or was serving at the request of the Association as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, if he/she acted in good faith and in a manner he/she reasonably believed to be in the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not, in itself, create a presumption that a person did not act in good faith and in a manner which he/she reasonably believed to be in the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, member of the Board of Directors or employee, or is or was serving at the request of the Association as an officer, director or employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association has indemnified him or her hereunder.

Expenses incurred in defending a civil or criminal action suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the manner provided by the applicable statutes of the State of Maine concerning indemnification by nonprofit corporations currently contained in 13-B MRSA, Section 714, Sub-section 3, upon the receipt of an undertaking by or in behalf of the officer, member of the Board of Directors or employee, to repay such amount, unless it shall be ultimately determined that he/she is entitled to be indemnified as provided herein.

In the event that such action or proceeding be by or in the right of the Association, the Association shall have the same power to indemnify and insure any such officer, member of the Board of Directors or employee, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty, unless the court wherein the action or proceeding is tried shall specifically find that despite the adjudication of liability, but in view of all the circumstances of the case, such a person is fairly and reasonably entitled to indemnity.

The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute or regulation of the State of Maine.

As used in this provision, the terms "officer" and "member of the Board of Directors" include the respective heirs, executors and administrators of persons holding such offices in the Association.

The term "employee" means the following Association employees: the Executive Director, Deputy Executive Director and such other executive and supervisory employees as may be designated from time to time by the Board of Directors.

## **ARTICLE XI. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern Maine Education Association in all cases to which they are applicable and in which they are not inconsistent with the Constitution, Bylaws, or any special rules of order that Maine Education Association may adopt.

## **ARTICLE XII. AMENDMENTS**

The Bylaws, by a majority vote of delegates present and voting, may be amended at any annual meeting of the Representative Assembly; but any proposed changes must be submitted in writing to the Structure and Bylaws Committee in care of the Executive Director of the Association at least seventy (70) calendar days prior to the MEA Representative Assembly and must be published in official publications of the Maine Education Association prior to the Assembly.