MSEA BYLAWS

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Revised: October 2015

Article I-Name

The name of this organization shall be the Maryland State Education Association, Inc., and shall hereinafter be referred to as either the Association or the MSEA.

Article II-Affiliation

The Association shall be a state affiliate of the National Education Association of the United States.

Article III-Purposes

The purposes of the Association shall be:

a. to advance, preserve, protect, and improve universal free public education;
b. to build a unified and strong profession of educational workers;
c. to provide a strong voice for the rights and interests of educational employees;
d. to advocate economic and human and civil rights for all in an ever more diverse and technological society; and
e. to promote confidence, respect, and cooperation among all who are directly or indirectly engaged in educational work in this State.

Article IV-Membership

Section 1. Classes

a. The classes of membership in the Association shall be: Active, Student, Retired, and Sustaining.
b. Life members shall continue to hold Active membership until resignation or retirement from active service at which time they shall automatically become Retired life members.
c. Emeritus members who joined prior to November 1, 2004 shall continue to hold their membership in the Emeritus class with all of the rights of the retired life class of members.

Section 2. Eligibility Requirements

a. Active membership shall be open to any person who:
    1. is employed in professional education work in the State of Maryland by a local board of education, the State Board of Education, public college, university or community college or is employed as a registered professional nurse with primary responsibilities in a school health program or who is on limited leave from such employment, and
    2. holds a baccalaureate or higher degree, or holds a certificate required for his/her employment, or
    3. is employed in educational support work in the State of Maryland by a local board of education, the State Board of Education, public college, university or community college or who is on a limited leave from such employment.
b. Student membership shall be open to any college or university student who:
    1. is ineligible for any other class of membership, and
    2. is enrolled in, or preparing for, a teacher education program at an accredited Maryland college or university.

c. Retired membership shall be open to any educator who has retired from professional education work and who has been a member, if eligible, of the United Education Profession immediately prior to retirement.

d. Sustaining membership shall be open to any person not otherwise eligible for membership who subscribes to the furtherance of education.

Section 3. Rights, Conditions and Limitations

a. Members shall subscribe to the purposes of the Association and abide by its bylaws.

b. Members engaged in educational work shall adhere to the Code of Ethics of the Education Profession.

c. A member of MSEA shall also be a member of the appropriate local affiliate and the National Education Association unless excluded from such membership by virtue of educational position.

d. The right to run for and to hold elective office on the Board of Directors shall be limited to Active members.

e. The right to vote in the Association shall be limited to Active, Emeritus, and Retired members.

f. All other benefits of membership shall be determined by the Board of Directors.

g. Members shall be entitled to benefits appropriate to their membership class upon payment of dues or upon contracting for the same.

h. Members who fail to adhere to any conditions of membership as stated in the bylaws shall be subject to censure, suspension or expulsion as hereinafter provided.

Section 4. Membership Year

The membership year shall be from September 1 through August 31.

Article V-Dues

Section 1. Setting of Dues

a. The annual dues of Active members shall be fixed by the Representative Assembly, provided, however, that the dues shall not exceed a sum which is the equivalent of .005 of the average instructional salary in the public schools of Maryland. This calculation shall be based on the average instructional salary for the preceding year as determined by the Research Division of the National Education Association.

b. The annual dues of Student Members shall be fixed by the Representative Assembly.

c. The annual dues of Retired Members shall be established by the Representative Assembly and said dues shall be payable (i) by a retired individual that joins on an annual basis or (ii) through a Retired Membership for Life program as established by the Board of Directors. The dues for the retired member who joins annually shall not exceed the dues of Active members and the dues for the Retired Membership for Life program shall not be less than the full active membership dues for that year.

d. The annual dues of Sustaining Members shall be fixed by the Representative Assembly not to exceed one-half (1/2) the dues of an Active Member.

e. The Board of Directors may waive membership dues for persons eligible for Active membership who are included in a group, for good cause, by a two-third (2/3) vote. The Board of Directors shall adopt rules for implementing this bylaw.

Section 2. Prorating of Dues

a. The annual dues for a person who is a member on or before October 21, 1993, and who is regularly employed fifty (50) percent or less of the normal schedule for a full time faculty member (as verified by the local association) shall be one-half (1/2) the full dues of an Active Member.

b. The annual dues for a person eligible for Active membership who earns between thirty (30) and sixty (60) percent of the average instructional salary in the public schools of Maryland for the previous year as determined by the Research Division of the National Education Association shall be sixty (60) percent of the annual dues and the annual dues for those active members who earn thirty (30) percent or less of the state average instructional salary in the public schools of Maryland under such determination shall be thirty (30) percent of the annual dues.

c. The annual dues for a person eligible for Active membership who is employed as a substitute teacher shall be thirty (30) percent of the dues of an Active Member; provided, however, the annual dues for a person eligible for Active membership who is a member on or before October 21, 1993, and who is employed as a substitute teacher shall be one-fourth (1/4) the dues of an Active Member.

d. The annual dues for a person eligible for Active membership who is on an approved leave of absence shall be as provided above; provided, however, that the dues for a person who is on leave without pay and a person eligible for Active membership who is on lay-off status shall be ten (10) percent of the dues otherwise payable.

e. The annual dues for active members (i) who join for the first time after the commencement of the membership year, (ii) who become eligible for active membership after the commencement of the membership year or (iii) who return to educational employment from a limited leave of absence after the commencement of the membership year shall be the annual dues commensurate with the remaining portion of the membership year.

f. The dues for a person who is a member of a negotiating unit that includes certificated classroom teachers and where an affiliated local association is not the exclusive representative shall be ten (10) percent of the dues otherwise payable, rounded to the nearest whole dollar.

g. The dues for a non-supervisory employee of a higher education institution who is not a member of a negotiating unit or is a member of a negotiating unit where the exclusive representative is not affiliated with the Association shall be ten (10) percent of the dues otherwise payable, rounded to the nearest whole dollar.

h. Dues for a person who is a member of a negotiating unit that includes educational support personnel, where the affiliated local association is not the exclusive representative and dues for a non-supervisory educational support member who is not a member of a negotiating unit shall be ten (10) percent of the dues otherwise payable, rounded to the nearest whole dollar.

i. The annual dues in the year of official retirement shall be prorated for the period between September 1 and the date of retirement, if the member retires prior to May 1.

Article VI- Affiliation and Dues Transmittal Enforcement

Section 1. Requirements

Representatives of an affiliated local association shall not be seated in the Representative Assembly unless:

a. the affiliated local association has transmitted one hundred (100) percent of the MSEA and NEA dues receivable for the previous membership year at least thirty (30) days prior to any meeting of such bodies held during the current membership year; and

b. the affiliated local association has executed a current affiliation and dues transmittal agreement with the Association providing for:

1. transmittal of MSEA/NEA dues collected in such manner as to be received by MSEA within thirty (30) days of receipt by the local association,
2. a 1.5% per month interest charge for amounts of MSEA dues in arrears, and
3. a save harmless clause protecting MSEA from any penalties charged by NEA attributable to the delinquency of the local association.

Section 2. Notification

Procedures for notification of affiliated local associations that may not be in compliance shall be developed and implemented by the Board of Directors.

Article VII- Annual Corporate Meeting

The Association shall hold its annual corporate meeting on a date to be determined by the Board of Directors.

Article VIII- Representative Assembly

Section 1. Powers

The Representative Assembly shall be the primary policy-making body of the Association. It shall:

a. adopt the general objectives of the Association in the form of resolutions;

b. adopt the legislative program;

c. adopt the agenda and rules governing its meetings;

d. adopt guidelines for nominations and elections;

e. adopt guidelines for determining the president's compensation;

f. adopt a two year budget in the spring of the even numbered years;

g. act on proposals from the council of the Fund for Children and Public Education for Association recommendations for the offices of U.S. senator, governor, attorney general and comptroller, and enact recommendations for these offices by a fifty-eight (58) percent affirmative vote.

h. act on proposals from the Board of Directors for Association recommendations with regard to statewide referendum questions, enacting such recommendations by a fifty-eight (58) percent affirmative vote.

i. amend the bylaws in accordance with Article XXII;

j. fill vacancies occurring in the office of Vice President, Treasurer and on the Board of Directors; when a vacancy occurs after the fall Representative Assembly, in years when the Representative Assembly is not meeting in the spring, a special election shall be conducted by mail ballot to all Representative Assembly delegates to fill such vacancies for the remainder of the term; and

k. enact such other measures as may be necessary to achieve the objectives of the Association.

Section 2. Qualifications

a. Delegates from local affiliates shall be Active, Emeritus or Retired members of the Association.

b. The delegate for each affiliated department shall be in Active, Emeritus, Retired or Student member of the Association.

c. Delegates from the student chapters must not be eligible for membership in any other membership category.

Section 3. Allocation of Delegates

a. Local affiliates of the Association shall be allotted delegate credentials on the basis of one (1) for each fifty (50) or major fraction thereof of Active, Emeritus or Retired members of MSEA within the affiliate as of January 31 of the preceding membership year.

b. The president of each local affiliate shall serve as an ex-officio delegate, provided however, if a local affiliate president is an ex officio delegate in another capacity, the vice-president of such local affiliate shall be entitled to serve as a delegate to the Representative Assembly, ex officio.

c. Retired members of MSEA who are not eligible to serve as delegates to the MSEA Representative Assembly under local affiliate standards shall be clustered and allocated delegate credentials on the basis of one (1) for each one hundred (100) retired members or major fraction thereof.

d. Each affiliated department hereinafter described in Article XVII shall be allotted one (1) delegate who shall be an Active or Student member of MSEA.

e. The officers and the other members of the MSEA Board of Directors shall serve as ex-officio delegates.

f. The MSEA student chapters shall be allotted one (1) delegate for each one-hundred (100) dues paying members, or major fraction thereof within the combined chapters, as of May 1 of the preceding membership year. Said delegates must be elected in a statewide election by student members.

Section 4. Meetings

a. There shall be an annual meeting of the Representative Assembly at the time of the annual corporate meeting. Other meetings of the Representative Assembly may be held as determined by the Board of Directors or the Representative Assembly. An emergency meeting of the Representative Assembly may be called by 2/3 of the Board of Directors or a majority of the delegates to the Representative Assembly for that year with representation from a minimum of three (3) different counties.

b. Notice of any meeting of the Representative Assembly and the agenda shall be distributed to the president or designated Representative of each group allocated delegates under these bylaws not less than ten (10) days in advance of the meeting.

c. The agenda for any meeting of the Representative Assembly shall also include any item recommended to the President of the Association by the presidents of three (3) or more local affiliates.

Section 5. Quorum
One or more delegates from fifteen (15) local affiliates shall constitute a quorum, provided there be a minimum of one-third (1/3) of the registered delegates present at the meeting.

Article IX-Officers
Section 1. Officers
The Officers of the Association shall be the President, the Vice President and the Treasurer.

Section 2. Qualifications
All officers shall have been Active members of the Association for three (3) consecutive years immediately prior to assuming office and shall maintain Active membership throughout their terms.

Section 3. Terms of Office

a. The terms of the President and Vice President shall be three (3) years beginning August 1 following their election, and shall continue through July 31 of the year in which a successor is elected. The President and Vice President shall serve no more than two terms in the office to which elected.

b. The term of the Treasurer shall be three (3) years beginning September 1 following the election and shall continue through August 31 of the year in which a successor is elected. The Treasurer shall serve no more than two terms.

c. Service by an officer which constitutes 60% of a full term shall be considered service in a full term of office for that position, for the purpose of determining eligibility for further election or service in that office. An individual who has completed all eligible service in an office shall not be eligible to serve any portion of an unexpired term in that office thereafter.

Section 4. Duties

a. *President*

The President shall be a full-time officer of the Association. The President shall:

1. preside at all meetings of the Association, the Board of Directors, and the Representative Assembly;
2. appoint, with the approval of the Board of Directors, chairpersons and members of the standing committees and all special committees (unless otherwise determined by resolution);
3. appoint, with the approval of the Board of Directors, persons to fill vacancies on the MSEA Retired Advisory Council. This person will serve only until the next election;
4. serve as a member, ex-officio, of all standing and special committees and task forces, excluding the Nominations and Credentials Committee;
5. serve as the chief spokesperson on all Association programs and activities;
6. serve as an official representative at national meetings;
7. serve as an official representative at meetings of Education International at the direction of the Board of Directors;
8. prepare, with the advice and assistance of the Board of Directors, programs for the annual meeting;
9. prepare, with the advice and assistance of the Board of Directors, the agenda for any meeting of the Representative Assembly;

10. prepare, with the Executive Director, the agenda for meetings of the Board of Directors;
11. present a stewardship report at the annual meeting of the Association;
12. represent the Association at meetings of local associations and other affiliated groups;
13. consult with the Executive Director on implementation of policies and programs;
14. perform such duties as may be directed by the Board of Directors or the Representative Assembly;
15. perform such duties as may be specified in other sections of these bylaws; and
16. perform all other duties incident to the office of the President.

b. *Vice President*

The Vice President shall:

1. act for the President when the President is absent,
2. serve in the office of President in the event of a vacancy for the remainder of the term; and
3. perform duties that may be assigned by the President or specified by these bylaws.

c. *Treasurer*

The Treasurer shall:

1. receive and keep an accurate account of all funds belonging to the Association;
2. sign checks necessary to pay such expenses as have been approved by the President and the Executive Director or designated representatives. In the event of a temporary absence or disability, the Treasurer may delegate the duties of check signing to the Vice President. In the event of total disability or death of the Treasurer, the duties of check signing shall be assumed by the Vice President until a successor is duly qualified.
3. prepare and present a financial statement at the annual meeting of the Association;
4. Nothing in this sub-section shall prevent the Treasurer, with the approval of the Board of Directors, from authorizing a banking institution to issue payroll checks for the Association. The issuance of such checks, and the amounts thereof, however, shall be subject to the approval of the President, the Treasurer, and the Executive Director.

Article X-Board of Directors

Section 1. Powers

The Board of Directors shall be responsible for the fiscal affairs and the general management of the Association. It shall:

a. provide for the interpretation and implementation of established policies of the Association;
b. provide for interim direction in the absence of existing policies between meetings of the Representative Assembly;
c. prepare the proposed two year budget which shall be presented to the Representative Assembly for adoption in the spring of the even numbered years;
d. appoint staff members upon nomination by the Executive Director and determine their compensation, retirement and tenure;
e. provide for the affiliation and recommend disaffiliation of local associations in accordance with these bylaws;
f. affiliate such departments as it may deem advisable;
g. approve appointments by the President to fill vacancies on the MSEA Retired Advisory Council;

h. approve committee appointments made by the President;
i. act as the appellate body for members who have been censured, suspended, or expelled;
j. determine the compensation of officers; and
k. perform all other activities of the Association not specifically assigned in these bylaws to other bodies or persons.

Section 2. Composition
The Board of Directors shall be composed of three elected officers, the NEA Director(s) and eight (8) members-at-large elected from the Active membership of the Association.

a. In the event that the ethnic minority representation on the Board of Directors is not equal to the percentage of the ethnic minority membership within the Association, the Board of Directors shall be expanded by additional members-at-large to meet that percentage.

b. There shall be no less than one Active ESP member on the Board of Directors. In the event that there is no Active member in educational support work on the Board of Directors, the Board of Directors shall be expanded by one additional member-at-large to meet this requirement.

c. If additional members-at-large are required under subsections a. and b. above, such members shall be elected by the Representative Assembly through a special election or at the next Representative Assembly meeting, whichever may be completed in the most timely manner.

Section 3. Terms of Office

a. Terms of the members-at-large shall be three (3) years each beginning August 1 following the election. After two full terms in office, a member-at-large shall not be eligible for the office of member-at-large again until a period of time equivalent to one full term of office has passed.

b. Service by a member-at-large of the board of directors which constitutes 60% of a full term shall be considered service in a full term of office, for the purpose of determining eligibility for further election or service in that office. An individual who has completed all eligible service in that office shall not be eligible to serve any portion of an unexpired term in that office thereafter.

c. Terms of the State Director(s) of the National Education Association shall be in compliance with guidelines established by the National Education Association.

Section 4. Meetings

a. The Board of Directors shall meet according to a schedule determined by the Board or upon call by the President or at least five (5) members of the Board.

b. In case of an emergency in the judgment of the President or the Executive Director, a poll of the Board of Directors may be made by electronic means; any action therefrom shall be ratified by the Board at its next meeting.

Section 5. Quorum
Eight (8) or more members of the Board of Directors shall constitute a quorum.

Article XI-Review Board

Section 1. Composition

The Review Board shall be composed of nine (9) members at least two (2) of whom shall be members of ethnic-minority groups, appointed by the President with the advice and approval of the Representative Assembly for a three (3) year staggered term beginning September 1. A member shall be eligible for appointment for one additional term.

In the event of a vacancy on the Review Board, the President shall have the ability to appoint subject to Board approval until confirmation at the next regularly scheduled Representative Assembly.

Section 2. Qualifications

a. Members of the Review Board shall have been members of the Association for three (3) consecutive years immediately prior to appointment and shall maintain membership in the Association during their terms.

b. A member of the Review Board shall hold no elective office other than delegate in the Association, its local affiliates or the National Education Association, nor any other appointive position in the Association.

c. No officer or other member of the Board of Directors shall be appointed to the Review Board within three (3) years following separation from such office.

Section 3. Jurisdiction

The Review Board shall:

a. rule on matters of bylaw interpretation referred to it by the Board of Directors or Representative Assembly;

b. rule on matters of censure, suspension or expulsion of members upon petition of at least fifteen (15) members of the Representative Assembly representing three (3) or more local affiliates; the Review Board shall provide for a hearing in such cases which shall guarantee due process of law to the member affected;

c. rule upon and be final judge on all election disputes referred to it by any candidate;

d. process and certify any recall procedure.

Section 4. Rules of Procedure

a. The members of the Review Board shall select the chairperson from its members.

b. It shall develop its own rules of procedure with the approval of the Representative Assembly.

c. The Review Board shall have the discretionary authority, within its allocated budget, to employ consultants.

Article XII-Nominations, Elections and Accreditation

Section 1. Board of Directors

The Committee on Nominations and Credentials shall prepare guidelines for the nomination, election, and accreditation of the officers and the other members of the Board of Directors, including the NEA Directors. Such guidelines shall be presented to the Representative Assembly for review and adoption. These guidelines shall include but not be limited to the following:

a. open nominations by individual members;

b. provision for the distribution and collection of nominating forms;

c. provision for publication of the list of nominations in official publication of the Association at least two (2) weeks prior to start of the election;

d. provision for secret ballot election by the membership;
e. provision for distribution, collection and tally of the ballots;
f. provision for the election of officers by a majority of the valid ballots cast;
g. provision for the election of members of the Board of Directors by a plurality of the valid ballots cast; provision for election by a majority of the valid ballots cast when a vacancy is to be filled at a meeting of the Representative Assembly;
h. provision for a special election per Article VIII, Section 1, or Article X, Section 2(c); and
i. provision for meeting the appropriate requirements of the Constitution and Bylaws of the National Education Association.

Section 2. Delegates
State delegates to the NEA Convention and delegates to the MSEA Representative Assembly shall be elected in accordance with guidelines prepared by the Nominations and Credentials Committee and adopted by the Representative Assembly. Such guidelines shall include provision for meeting the requirements of the Constitution and Bylaws of the National Education Association.

Article XIII-Executive Director
Section 1. Appointment
The Executive Director shall be appointed by the Board of Directors for terms not to exceed four (4) years each.

Section 2. Compensation
Compensation of the Executive Director shall be determined by the Board of Directors.

Section 3. Duties
The Executive Director shall:
a. assist in the development and implementation of the program of the Association as directed by the Board of Directors and the Representative Assembly;
b. attend meetings of the governing bodies of the Association at the direction of the Board of Directors;
c. provide staff assistance at all meetings of committees and task forces of the Association unless otherwise directed by the Board of Directors;
d. represent the Association as a spokesperson on matters of established policy at the request of the President;
e. represent the Association on matters concerning legislation at the direction of the Board of Directors.
f. direct and evaluate the work of the staff;
g. maintain a record of all memberships in the Association and supervise the collection of dues;
h. maintain records of the proceedings of the Association, including those of the Board of Directors and the Representative Assembly;
i. maintain accurate records of all financial transactions of the Association;
j. prepare and distribute reports as directed by the Board of Directors;
k. provide for an annual audit of the Association;
l. provide general supervision of all publications of the Association;

m. provide general supervision of the real property owned by the Association;
n. serve as the management agent of the Association;
o. perform such other duties as may be determined from time to time by the Board of Directors; and
p. perform such duties as may be specified in other sections of these bylaws.

Article XIV-Affiliated Local Associations
Section 1. Local Affiliates
The Association hereby recognizes an affiliation of long standing with the following local associations:
Allegany County
- Allegany County Education Association
- Association of Public School Administrators and Supervisors of Allegany County

Anne Arundel County
- Secretaries and Assistants Association of Anne Arundel County
- Teachers Association of Anne Arundel County

Baltimore County
- Education Support Professionals of Baltimore County
- Teachers Association of Baltimore County

Calvert County
- Calvert Association of Educational Support Staff
- Calvert Education Association

Caroline County
- Caroline County Educators' Association

Carroll County
- Carroll Association of School Employees
- Carroll County Education Association

Cecil County
- Cecil County Classroom Teachers Association
- Cecil Education Support Personnel Association

Charles County
- Education Association of Charles County

Dorchester County
- Dorchester Educators

Frederick County
- Frederick Association of School Support Employees
- Frederick County Administrators and Supervisors Association
- Frederick County Teachers Association

Garrett County
- Garrett County Education Association

Harford County
- Harford County Education Association
- Harford County Educational Services Council

Howard County
- Howard County Education Association

Kent County

- Kent County Teachers Association
- Kent County Education Support Professional Association

Montgomery County

- Montgomery County Education Association

Prince George's County

- Association of Classified Employees/AFSCME, Local 2250
- Prince George's County Educators' Association

Queen Anne' County

- Queen Anne's County Education Association

St. Mary's County

- Collective Employees Association of St. Mary's County
- Education Association of St. Mary's County

Somerset County

- Somerset Education Association

Talbot County

- Talbot County Education Association

Washington County

- Washington County Educational Classified Employees Association (ESP Local #1)
- Washington County Teachers Association

Wicomico County

- Wicomico County Education Association

Worcester County

- Worcester County Teachers Association
- Worcester County Education Support Personnel Association

Section 2. Higher Education Council

For the purposes of these bylaws, the status of the Higher Education Council shall be the same as that of a local affiliate.

Section 3. Procedure for Additional Affiliation

a. The Association may, on resolution of the Board of Directors, provide for the affiliation of additional local associations if any of the following conditions exist with regard to the local association presently affiliated. The local affiliate:

1. has dissolved or disbanded;
2. has failed to elect officers and hold regular meetings for a continuous period of at least two (2) years;
3. has had its designation as exclusive representative before the board of education revoked or terminated; or
4. does not have membership open to all MSEA members in that school system.

b. Additional local associations seeking affiliation must serve an area coterminous with that of the presently affiliated local association.

c. Additional local associations seeking affiliation to serve MSEA members excluded from a presently affiliated association shall be open only to such excluded members.

Section 4. Disaffiliation

The Board of Directors may censure, suspend, or disaffiliate any local affiliate for violation of the Association Charter or Bylaws. In making its determination, the Board of Directors shall provide a due process hearing. The local affiliate shall have the right to appeal to the Representative Assembly which shall limit its deliberation to the record before the Board of Directors.

Article XV-Affiliate Relations

In cases of permanent, involuntary transfer of professional staff, where such staff is regularly assigned to a local affiliate, the Executive Director shall first advise the Board of Directors of the intention to make such transfer, after which the Executive Director shall promptly advise all affected affiliate units.

Within thirty (30) days after notification, any affected local affiliate may request that the Executive Director consult with the affiliate before said transfer shall become effective.

Any such transfer may be appealed by the affected local affiliate(s) within fifteen (15) days to the Board of Directors and the Board may take any action which is not inconsistent with established contractual or legal rights or other provisions of these bylaws.

Procedures shall be developed to assure participation of the local affiliate in selection of the staff person who will serve it.

Article XVI—Trusteeships Over Local Affiliates

Section 1. Establishment of Trusteeship

The Association may establish a trusteeship over an affiliated local association for the purpose of (a) correcting corruption or financial malpractice or (b) restoring democratic procedures.

Member(s) of a local association may seek trusteeship to ensure (a) the local affiliate acts in compliance with its stated purpose as outlined in the articles of incorporation and/or bylaws; (b) the local affiliate fulfills its statutory obligations; or (c) the local affiliate acts with integrity in carrying out its obligations.

Section 2. Procedures

a. If the Board of Directors determines, by a two-thirds (2/3) vote, that there is adequate cause under Section 1 of this bylaw to establish a trusteeship, it shall recommend to the Representative Assembly that a trusteeship be established. As soon as possible after said vote, the President shall send to the Representative Assembly a copy of the recommendation of the Board of Directors, and shall include with said recommendation a written statement setting forth the basis for the Board of Directors' 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.

b. Any action taken by the local association to disaffiliate from the Maryland State Education Association/NEA after the Board of Directors has made an adequate cause determination pursuant to Section 2a. of this bylaw, or has established an immediate trusteeship pursuant to Section 6 of this bylaw, shall be of no effect.

c. A recommendation by the Board of Directors to establish a trusteeship shall be acted upon by the Representative Assembly at its next regularly scheduled meeting or at a special meeting called for that purpose, occurring at least forty (40) days after the Representative Assembly has received said recommendation.

At least thirty (30) days prior to the meeting of the Representative Assembly at which the recommendation of the Board of Directors is to be acted upon, the President shall send to the local association a notice advising it of the recommendation of the Board of Directors and setting forth the date, time, and place of the meeting of the Representative Assembly 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 Representative Assembly pursuant to Section 2a. of this bylaw and a copy of the rules and procedures that shall be followed by the Representative Assembly in acting upon the Board of Directors' recommendation.

A hearing shall be held before the Representative Assembly, pursuant to rules and procedures adopted by the Board of Directors for such purpose to determine whether to establish a trusteeship. The Representative Assembly shall delegate to a committee consisting of not less than fifteen (15) Representative Assembly members, none of whom may be members of the Board of Directors or the local involved, 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 Representative Assembly, and all interested parties shall have an opportunity to present their views on the matter to the full Representative Assembly before the final decision is made, subject to standing rules and procedures adopted by the Board of Directors.

On the basis of the evidence and arguments presented at the hearing, the Representative Assembly shall vote on the question of whether a trusteeship should be established. If two-thirds ($^2/_3$) or more of the members of the Representative Assembly who vote on the question vote "yes", the recommendation of the Board of Directors 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 Board of Directors shall appoint a trustee.

Section 3. Powers of Trustee

Subject to the control and direction of the Board of Directors, a trustee shall have the power to:

a. manage and conduct the affairs of the local association, including supervisory control over its officers, directors, employees and other representatives;

b. take possession of the books, records, funds, property, accounts, 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, directors, and staff of the local association, and suspend or replace them if deemed appropriate for the duration of the trusteeship or conduct elections for new leadership; and

d. take such other actions as in a trustee's judgment are necessary for the preservation of the rights and interests of the Maryland State Education Association/NEA and the members of the local association.

The Board of Directors shall have the right, with or without cause, to replace a trustee at any time.

Reasonable expenses 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 Maryland State Education Association/NEA.

Section 4. Termination of Trusteeship
The Board of Directors shall terminate a trusteeship as soon as the cause for its establishment has been remedied. If the MSEA Board of Directors rejects 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 Representative Assembly, provided that no such appeal may be taken within three (3) months after the decision of the 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, the Maryland State Education Association/NEA, and the National 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, property, accounts, 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, Representative Assembly and the local association.

Section 5. Assumption of Liability
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 Maryland State Education Association/NEA.

Section 6. Emergency Situations
Subject to the provisions of section (1) of this bylaw, in case of emergency, where the best interests of the local association, the Maryland State Education Association/NEA, and the National Education Association require, the Board of Directors may, by unanimous vote of all members of the Board of Directors (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 Representative Assembly. In such a case, the matter shall be submitted to the Representative Assembly, which may affirm or reverse the action of the Board of Directors pursuant to the procedure set forth in section (2c) of this bylaw; provided that if the Representative Assembly does not take action within sixty (60) days following establishment of a trusteeship by the Board of Directors, said trusteeship shall automatically terminate.

Section 7. Rules for Implementation
The Board of Directors shall adopt such rules and procedures as may be necessary to implement this bylaw.

Article XVII-Affiliated Departments
Section 1. Criteria for Affiliation
Any group active in the field of education which seeks affiliation with the Association as a department shall meet and maintain the following standards:

a. The group shall be organized under a constitution and/or bylaws adopted by its members.
b. The request for affiliation shall be made by at least twenty-five (25) members of the group, who are members of MSEA.
c. Officers of the group shall be members of MSEA where eligible for membership.
d. The group seeking affiliation shall be open to membership on a statewide basis.

e. The stated purposes and functions of the group must not duplicate existing affiliated departments; and

f. The governing documents, objectives, policies, and activities of the group shall be consistent with the established policies of this Association.

Section 2. Approval of Affiliation

a. The Board of Directors may affiliate a department.

b. The status of affiliated Departments shall be subject to review annually by the Board of Directors.

Section 3. Criteria for Appropriation

Affiliated departments shall be granted appropriations in accordance with procedures adopted by the Board of Directors.

Article XVIII-Committees

Section 1. Appointment of Standing Committees

a. The President shall appoint, with the advice and approval of the Board of Directors no later than sixty (60) days after assuming office, at least five (5) members to the following standing committees and designate the chairperson of each:

1. Bylaws and Rules
2. Instruction and Professional Development
3. Leadership Development
4. Legislation and Citizenship
5. Minority Affairs
6. Nominations and Credentials
7. Resolutions
8. Women's Concerns

b. Any member so appointed may be removed by the President with the approval of the Board of Directors.

c. A member shall not serve on more than one standing committee unless otherwise specified in these bylaws, provided that this restriction shall not apply to presidents of local affiliates with regard to their appointment to the Legislation and Citizenship Committee.

Section 2. Special Committees

a. Special committees or task forces may be established by the Board of Directors upon its recommendation or the recommendation of the President or the Representative Assembly provided that the committee or task force is charged with a defined mission and timeline.

b. The President shall appoint, with the approval of the Board of Directors, members of such committees and task forces and shall designate the chairperson of each within forty-five (45) days thereafter.

c. Any member so appointed may be removed by the President with the approval of the Board of Directors.

Section 3. Responsibilities

Committees shall be responsible to the Board of Directors and shall prepare a written report for presentation to the Board of Directors for filing and/or publication. A report of any special

committee shall be presented to the body which recommended its establishment. Annual reports of the standing committees shall also be presented at the annual meeting of the Representative Assembly.

Article XIX – MSEA Retired Advisory Council

Section 1. Composition

The MSEA Retired Advisory Council shall be composed of seven at-large members elected by and from the retired and emeritus members according to the Association Bylaws.

Section 2. Terms of Office

Terms of the members-at-large shall be three (3) years each beginning August 1 following the election. A member-at-large shall not immediately succeed him/herself after two (2) consecutive terms in office.

Section 3. Council Officers

The officers of the MSEA Retired Advisory Council shall consist of a Chairperson, Vice-Chairperson, and a Secretary. Said officers are to be elected annually by and from the Retired Advisory Council at the first meeting after August 1.

a. Chairperson Duties
    1. To preside over all Advisory Council meetings;
    2. To organize the year's agenda, dates, and places of Advisory Council meetings;
    3. To plan, with the assistance of the MSEA staff liaison, all meetings of the Advisory Council, including notification of meetings;
    4. To file with the office of the MSEA President supplementary Advisory Council procedures and copies of the minutes of Advisory Council meetings within fifteen days following such meetings; and
    5. To meet with the MSEA Board of Directors upon request.
b. Vice-Chairperson Duties
    1. To preside over the Advisory Council meetings in the absence of the Chairperson; and
    2. To assume immediately the duties of the Chairperson should there be a vacancy in that office.
c. Secretary Duties
    1. To record the minutes of all regular and special meetings of the Advisory Council; and
    2. To work with the MSEA staff liaison to have said minutes prepared for distribution to all members of the Advisory Council, MSEA President, and the Advisory Council files.

Section 4. Operation of the MSEA Retired Advisory Council

a. *Meetings*

The Advisory Council shall hold four meetings per year as determined by the Advisory Council Officers and such additional meetings as shall be called by the Advisory Council Chairperson or by a request of a majority of the MSEA Retired Advisory Council members.

b. *Quorum*

An Advisory Council quorum shall consist of a simple majority of its members.

Section 5 – Responsibilities of the MSEA Retired Advisory Council
The MSEA Retired Advisory Council shall:

a. be responsible to the MSEA Board of Directors;
b. develop written guidelines by which the MSEA Retired Advisory Council operates;
c. hear reports from the assigned MSEA Board of Directors' liaison;
d. recommend MSEA Retired Advisory council goals, objectives, and program priorities to the MSEA Board of Directors; and
e. provide assistance in the implementation of MSEA Retired Advisory Council goals, objectives, and programs, in coordination with the assigned MSEA staff liaison.

Section 6. Vacancies

a. Should a vacancy occur, the President of MSEA shall appoint, with the approval of the Board of Directors, a person who will serve until the position is filled in the next election.
b. The person elected shall complete the term of the vacated position.

Article XX-Recall

Section 1. Reasons for Recall
An officer or member of the Board of Directors shall be subject to recall for an alleged violation of the Code of Ethics of the Education Profession or for alleged malfeasance, misfeasance or nonfeasance in office including the failure to act in a manner consistent with the position's enumerated duties or to promote the stated purpose of the Association.

Section 2. Initiation of Recall Procedure
A petition that states with specificity the basis for seeking recall of the officer or member of the Board of Directors must be signed by a number of members equal to at least twenty (20) percent of the membership of the Association as of the preceding June 30 and including no less than fifty (50) names from at least twelve (12) different local affiliates and be filed with the Review Board to initiate the recall procedures.

Section 3. Procedures

a. Upon receipt of the petition, the Review Board shall verify that the signatures contained on the petitions are members of the Association and that stated cause is consistent with the reasons outlined in Section 1.
b. The Review Board may suspend the officer or member of the Board of Directors pending the outcome of the recall process.
c. Within forty-five (45) days of receipt of valid petitions, the Review Board shall prepare and mail ballots to members of the Association in accordance with guidelines established by the Review Board and approved by the Representative Assembly.
d. If a majority of the valid ballots cast are in support of recall, the office shall be declared vacant upon certification of the recall results by the Review Board to the Board of Directors. If less than a majority of the valid ballots cast are in support of recall, the Review Board shall certify such results to the Board of Directors.

Article XXI-Rules of Order

Unless inconsistent with these bylaws and special Rules of Order, *Roberts Rules of Order*, latest revision, shall prevail at all meetings of the Board of Directors, Representative Assembly, MSEA Retired Advisory Council, and committees of the Association.

Article XXII-Amendments

Section 1. Initiation

a. Amendments to the bylaws may be initiated by any member through any of the following methods:

1. a petition signed by at least ten (10) Active members;
2. a majority vote of the MSEA Board of Directors; or
3. a majority vote of the Bylaws and Rules Committee.

b. A proposed amendment to the bylaws shall be submitted in writing to the Bylaws and Rules Committee, postmarked no later than ninety (90) days preceding the Representative Assembly at which such amendment is to be acted upon.

Section 2. Preparation

a. Amendments so initiated shall be prepared by the Bylaws and Rules Committee for presentation to the Representative Assembly.

b. The text of the proposed amendment shall be mailed to local affiliates and affiliated departments at least sixty (60) days preceding the meeting at which it will be acted upon and published in an official publication of the Association at least thirty (30) days in advance of such meeting.

Section 3. Action

a. The bylaws may be amended at a meeting of the Representative Assembly by a two-thirds (2/3) vote of delegates present and voting.

b. Unless otherwise provided, all amendments shall take effect immediately following the adjournment of the Representative Assembly at which they were adopted.