

BYLAWS
GREATER ST. LOUIS REGION ASSOCIATION, INC.

Adopted by the Greater St. Louis Region Association Assembly of Delegates: Sept. 30, 2010

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BYLAWS

ARTICLE I: NAME

These are the Bylaws of the Greater St. Louis Teachers Association, Inc. (GSLTA), as authorized by the Missouri Nonprofit Corporation Act, Chapter 355 of the Missouri Revised Statutes.

ARTICLE II: PURPOSE

GSLTA's purpose is to promote the common interest of teachers and other education personnel by providing them information resources, workshops and other services.

ARTICLE III: MEMBERSHIP

A. Membership: All members of the Missouri State Teachers Association (MSTA) in all classes are automatically members of the same classes in GSLTA. Those classes, as defined by MSTA's Bylaws, are Professional Educator, Associate Member, Retired Member, and Student Member.

B. Services and Privileges: GSLTA's Board will determine members' services and privileges.

C. Voting: Professional Educator and Associate Members will be the only voting members, except to the extent the Bylaws authorize the Board to appoint Retired members as Assembly Delegates.

D. Suspension/Expulsion, Transfer, Resignation, Use of Intellectual Property, Ownership Rights

1. Suspension/Expulsion: The Board may suspend or expel a member who does not maintain qualifications stated in these Bylaws or comply with GSLTA's Conflict of Interest Policy. The Board will notify the member of charges at least 30 days before the Board vote and will grant a hearing before the Board if the member requests it in writing at least 10 days before that vote. A member who does not pay dues by the date required in these Bylaws will be automatically expelled from membership. GSLTA will notify each such member of the expulsion in writing.
2. Transfer: Membership is nontransferable.
3. Resignation: A member may resign in writing addressed to the President. Resignation will be effective upon receipt. Resignation will not relieve the member of the obligation to pay dues and other assessments accrued before the effective date of the resignation.
4. Use of Intellectual Property: Members may only use GSLTA names, trademarks, logos, symbols and other intellectual property, including property they create for GSLTA, consistent with these Bylaws and GSLTA policies.
5. Ownership Rights: Membership is a privilege and not a right. No member will have an ownership or property right in GSLTA funds, property or other assets. All property that members create for GSLTA will be immediately and always owned by GSLTA.

ARTICLE IV: DUES, FEES AND ASSESSMENTS

- A. Every Professional Educator member must pay annual dues, special fees and assessments, including the first dues installment for members who pay in installments, no later than November 1 of each year. Dues increases, special fees and assessments must be adopted by the Board and approved by the Assembly of Delegates (Assembly). GSLTA may publish, bill and collect future years' dues, including increases, without amending these Bylaws.
- B. Annual Dues upon adoption of these Bylaws are \$12 for Professional Educator members. Other members do not pay dues.
- C. Professional Educator members may pay GSLTA dues to CTAs or directly to MSTA, which will forward those dues to GSLTA, except teachers who are required to pay dues to school districts. CTAs collecting GSLTA dues must forward them to MSTA within 60 days of receipt.
- D. MSTA will forward to GSLTA a portion of dues collected from Professional Educator members as specified in MSTA's Bylaws.

ARTICLE V: MEMBERSHIP MEETINGS AND VOTING

- A. Membership Meetings—Annual, Regular, Special, Assembly
 1. Annual Meeting: GSLTA will conduct an Annual Membership Meeting on a date the Board selects. GSLTA's President will call the meeting to order and serve as meeting Chair. The President will report on GSLTA activities and financial condition, and the Assembly will act on matters presented to it according to these Bylaws.
 2. Regular Meetings: GSLTA may hold one or more regular membership meetings at the discretion of

and at times and places determined by the Board.

3. Special Meetings: a) GSLTA will conduct a Special Membership Meeting if called by the Board, which will fix the time and place of the meeting.

b) GSLTA will conduct a Special Membership Meeting if at least five percent of Professional Educator and Associate Members sign, date and deliver to an Officer a written demand for the meeting describing the purpose for holding the meeting. GSLTA will give the meeting notice required by these Bylaws within 30 days after the date of the written demand.

4. Assembly: At Annual Membership Meetings, the Assembly will act on behalf of all GSLTA members. At Regular or Special Membership Meetings, the Assembly as constituted at the most recent Annual Membership Meeting will act on behalf of all GSLTA members.

B. Notice, Waiver of Notice, Quorum, Voting, Adjournment, Referendum

1. Notice: A Bylaws-required notice must be written, and may use postal mail, electronic mail or facsimile transmission. If given by postal mail, the notice must be by first class or certified mail sent to the last address of the member shown on GSLTA records. The Assembly may only act at a membership meeting on matters specified in the meeting notice. GSLTA will provide members at least 30 days notice of each Annual, Regular or Special Membership Meeting, including re-notice for previously adjourned meetings. The notice will state the place, date, and time of the meeting and describe business to be transacted, including without limitation a description of proposals members must approve under these Bylaws or state law. Proposals requiring member notice and approval include, among others: a) amendments to Articles of Incorporation or Bylaws, accompanied by a copy or summary of the proposed amendments; b) sale, lease, exchange, or disposal of all, or substantially all, of GSLTA's property or assets, accompanied by a copy or summary of a description of the transaction, and; c) dissolution of GSLTA, accompanied by a copy or summary of the dissolution plan.

2. Waiver of Notice: Notice of a membership meeting need not be given to a member who signs a waiver of notice either before or after the meeting. The waiver need not specify either the matters transacted or the meeting's purpose. Physical presence of a member at a meeting constitutes waiver of notice and waiver of objections to the time and place of the meeting and the manner in which it was convened, unless the member attends a meeting solely to state, when the meeting begins, objections to transacting business.

3. Quorum: Physical presence of at least 25 percent of Delegates selected in accordance with these Bylaws will constitute a quorum to transact business. The Chair will document presence of a quorum in the permanent record of each meeting. If there is no quorum, the Chair will adjourn the meeting.

4. Voting: a) Providing there is a quorum, action on matters reserved for the members and not within the Board of Directors authority will require a vote of at least: 1) the lesser of two-thirds of votes cast or a majority of voting power, meaning Delegates physically present and counted for quorum purposes, to adopt amendments to GSLTA's Articles of Incorporation or Bylaws (after Bylaw

amendment adoption by the Board of Directors), to merge with another entity, to dissolve GSLTA, or to change GSLTA's name, or; 2) a majority of the required quorum, for all other matters, including without limitation election of the President-Elect and Vice President, adoption of dues increases proposed by the Board, and statewide education policy resolutions.

b) Assembly votes will have the same effect as votes by the full membership. All Professional Educator and Associate members will have equal voting rights.

c) Voting by proxy is prohibited.

d) Cumulative voting is prohibited, meaning members may not vote by multiplying the number of votes members are entitled to cast by the number of candidates for whom they are entitled to vote, and cast the resulting number of votes for a single candidate or distribute that number among two or more candidates.

e) Voting for Officers or to amend the Articles of Incorporation or Bylaws will be by written or electronic ballot. Other votes will be voice votes unless the Chair or a majority of Delegates decides otherwise. In addition, when the Chair cannot be certain that a voice vote reflects the required minimum total vote, or when two or more Delegates request a roll call, the Chair will require Delegates to vote by standing up or by a show of hands. The GSLTA Chair or designee and an assistant will count votes, after which the Chair will tabulate the final vote. If available, electronic voting may be utilized as an alternative to voice votes or roll call votes. The Chair or a majority of Delegates may decide whether to use electronic voting.

f) Each Delegate will have one vote in the Assembly.

5. Adjournment: The Chair will adjourn membership meetings by obtaining one member to propose and one member to second adjournment. Unless a member objects, no vote will be required.

6. Referendum: Between annual Assembly meetings, the Board may refer a measure to members for decision in accordance with Bylaw membership meeting and voting rules.

ARTICLE VI: ASSEMBLY OF DELEGATES

A. Unless the Board requires otherwise, or the Assembly convenes for a regular or special membership meeting, the Assembly will exist only once a year, at the GSLTA Annual Membership Meeting.

B. The Assembly of Delegates will consist of: Delegates elected by each CTA in GSLTA's region from among their members who are Professional Educator or Associate Members with fully paid dues in the same manner as Delegates to the state Assembly of Delegates.

ARTICLE VII: BOARD OF DIRECTORS

A. Composition: The Board of Directors will consist only of Professional Educator Members who have fully paid dues. Upon adoption of these Bylaws, there are 10 Directors, consisting of 6 Officers and 4 Non-Officers.

B. Role: Unless provided otherwise in GSLTA Articles of Incorporation or Bylaws, including rights

reserved to members in voting provisions of these Bylaws, the Board will constitute GSLTA's governing body for all matters, including without limitation to: 1) amend Bylaws as part of the two-part approval process described in these Bylaws; 2) establish GSLTA policies, adopt Board Resolutions and propose or implement Assembly Resolutions; 3) hold, purchase, and dispose of GSLTA property, and; 4) enter into an employment contract on behalf of GSLTA with an Executive Director/Chief Executive Officer if GSLTA retains one.

- C. Election: The Assembly will elect Directors to serve as President-Elect, Vice President, Treasurer, and Secretary. At the end of the President's term, he or she will automatically become Immediate Past President and the President-Elect will automatically become President. The Assembly will also elect all Non-Officer Directors, all of whom will be Classroom Teachers. The Assembly will designate one or more Directors it elects, according to the formula in MSTTA's Bylaws, to serve on MSTTA's Board of Directors.
- D. Terms: Director terms will be two years.
- E. Meeting Attendance: Directors must attend every Board meeting of every type, except when attendance is not possible for reasons beyond a Director's reasonable control. In such event, the absent Director must notify the Board President or Secretary of the reason as soon as possible. Failure to fulfill this attendance and notice requirement will constitute an automatic resignation by that Director, whose position will remain vacant for the remainder of the term or until the vacancy is filled by the Board according to these Bylaws.
- F. Annual and Regular Meetings: The Board's annual meeting will coincide with the Annual Membership Meeting, unless the Board decides otherwise. There will be at least four other in-person Board meetings annually. Additional regular meetings may be by telephone conference call or similar form of telecommunications which permits all Directors to simultaneously communicate and effectively participate. The President will call regular Board meetings on his or her own initiative or at the written request of at least three Directors.
- G. Special Meetings: The President may call special Board meetings by filing a written request with the Executive Director/Chief Executive Officer or, absent an Executive Director, with the President-Elect, stating the meeting's purpose, place, date, and hour. Special Board meetings may be in person or by telephone conference or similar form of telecommunications, which permits all Directors to simultaneously communicate and effectively participate.
- H. Meeting Records: The Board will keep minutes of its meetings including a record of all votes.
- I. Compensation of Officers: The Board may establish a policy so that: 1) the President will not suffer financially from missing duties of an employment contract due to serving as President, and; 2) GSLTA may compensate the Secretary and Treasurer for their services as those Officers, up to an annual maximum amount of \$500 each.
- J. Notice: GSLTA will notify Directors of: 1) regular meetings at least 7 days in advance, and; 2) special meetings at least 7 days before an electronic meeting or 7 days before an in-person meeting.
- K. Waiver of Notice: GSLTA need not notify a Director of a Board meeting if the Director signs a

waiver of notice before or after the meeting. Meeting attendance will constitute a waiver of notice and a waiver of objections to the meeting time and place and the manner in which it was called or convened, except when a Director states at the beginning of the meeting an objection to transacting business because the meeting is not lawfully called or convened.

- L. Quorum and Voting—General: Except for Quorum and Voting—Special rules below, Board action will require a vote of at least a majority of Directors physically present at a Board meeting, providing there is a quorum physically present of at least a majority of Directors in office.
- M. Quorum and Voting—Special: Board action on the following matters will require a vote of at least 80 percent of Directors physically present at a Board meeting, providing there is a quorum physically present of at least 80 percent of Directors in office. Those matters include: 1) purchase or sale of real estate; 2) amendments to GSLTA Articles of Incorporation; 3) amendments to GSLTA Bylaws; 4) dues increases; 5) GSLTA merger, dissolution, or name change, or; 6) removal of a Director.
- N. Voting Without Meeting: Except for matters listed above under “Quorum and Voting—Special,” an action required or permitted at a Board meeting may be taken without a meeting if consent is in writing, setting forth in detail the action consented to, and is signed by 100 percent of Directors. The President will place the signed consent in the Board minutes. Proxy voting is prohibited.
- O. Adjournment: The President will adjourn a Board meeting by a vote of the Board after one Director proposes and another Director seconds the motion to adjourn.
- P. Resignation: A Director may resign in writing submitted to the President, with or without a reason, such as retirement, effective when specified in the resignation notice or, if not specified, upon delivery of the notice to the President. Upon resignation, the Board will fill the vacancy.
- Q. Removal/Vacancies
1. Removal: Officers and Directors may be removed without cause. The Assembly may remove Officer-Directors as well as Non-Officer-Directors they elected.
 2. Vacancies: If a vacancy on the Board occurs between Annual Membership Meetings, the Board will fill the vacancy until the next Annual Membership Meeting. If a vacancy on the Board occurs at an Annual Membership Meeting due to resignation or removal of a Director, then the Assembly will fill that vacancy at the same Annual Membership Meeting.
 3. Other Requirements: A removed Director cannot be re-elected until the next Annual Membership Meeting. He or she must return GSLTA records in all media to the Board within 72 hours of the removal vote. If a removed Director does not relinquish office and return records by then, GSLTA may request a court in the county of GSLTA’s principal office to summarily order the Director to do so. In that event, the Director will be liable for GSLTA court costs and attorney fees.
- R. Director Conflicts Of Interest
1. A conflict of interest transaction is a transaction with GSLTA in which a Director has a material interest. A conflict of interest transaction is not voidable and is not the basis for imposing liability on a Director with a material interest in that transaction if: a) all material facts of the transaction and the Director’s interest are disclosed or known to the full Board before the transaction occurs,

and; b) the Board approves the transaction in advance by a vote of only non-interested Directors who reasonably believe in good faith that the transaction is fair to GSLTA.

2. The Board will adopt a Conflict of Interest Policy requiring signoffs by Directors and committee members. If a portion of that Policy is inconsistent with the Bylaw provision immediately above, that Bylaw provision will prevail.

S. Loans: GSLTA will not make loans to Directors, Officers or employees.

ARTICLE VIII: COMMITTEES

A. Executive Committee: The Officers will constitute the Executive Committee. Between Board meetings, this Committee will exercise all powers of the Board except the power to act in the matters specifically enumerated as part of the Board's Role in these Bylaws. A majority of the Executive Committee physically present will constitute a quorum to transact Committee business. The Committee will keep meeting minutes and report all Committee actions at the next Board meeting. The President or any two Officers may call an Executive Committee meeting.

B. Finance and Audit Committee: The Board will appoint the Finance and Audit Committee from among Directors. The Treasurer will be this Committee's Chair. This Committee will oversee GSLTA finances including GSLTA's annual audit of its financial statements.

C. The Board may establish other committees and adopt procedures for those committees, including among others a Nominating Committee to recommend candidates to serve as Region Officers.

D. The Board will require a committee member to prepare minutes of all committee meetings, which the Board will then review and approve at its first meeting after each committee meeting.

ARTICLE IX: OFFICERS

A. GSLTA Officers will be the Immediate Past President, President, President-Elect, Vice President, Secretary, and Treasurer. All Officers must be Directors. No Director may simultaneously hold more than one office.

B. Candidates for President-Elect and Vice President may present a statement up to 400 words to be published in GSLTA's official publication if the candidate makes the statement available at least 90 days before the Annual Membership Meeting.

C. Officers must be full-time Professional Educator Members, and must not be a voting delegate in a statewide organization, except MSTTA, that can represent teachers, affect legislation, and shape policy for education in Missouri, excluding subject-area organizations and advisory bodies but including without limitation the: 1) Missouri affiliate of the National Education Association; 2) Missouri affiliate of the American Federation of Teachers; 3) Missouri Association of Rural Educators; 4) Missouri Association of School Administrators, and; 5) Missouri School Boards' Association.

D. Officers will take office January 1st in the year following the close of the Annual Membership Meeting for a term of two years.

E. The President will preside over Board, Executive Committee and Assembly meetings. The President

will serve as Chair of each of those groups and as GSLTA's Chief Elected Officer. The President will prepare and distribute agendas for those meetings, and lead GSLTA governance efforts on behalf of the Board. Only the President or his/her designee may take official action, make a public statement, or otherwise hold himself or herself out to the public as authorized to act for GSLTA. The President will perform other duties the Board assigns.

- F. The President-Elect will serve as President in the absence of the President, and will fulfill other duties the President or the Board assigns.
- G. The Vice President will serve as President in the absence of the President and President-Elect, and will fulfill other duties the President or the Board assigns.
- H. The Secretary will: 1) give all notices required by these Bylaws or state law; 2) maintain all GSLTA organizational records except those assigned to the Treasurer; 3) record and maintain minutes of Board and Executive Committee meetings; 4) keep a record of each member's address, and; 5) perform other duties assigned by the President or the Board.
- I. The Treasurer will: 1) serve as custodian of GSLTA financial and tax records; 2) assure that GSLTA's annual financial statements are audited and receive Board approval in draft form; 3) assure that GSLTA's tax returns are professionally prepared, reviewed before filing by the Board, and timely filed; 4) maintain GSLTA's financial records in a complete, accurate manner; 5) properly invest and protect GSLTA funds; 6) serve as Chair of the Finance and Audit Committee; 7) submit timely financial reports to the Board at least quarterly, showing comparative annual and quarterly data for the current and prior year; 8) prepare the annual budget for Board approval; 9) deposit in a Board-approved bank all GSLTA funds, and keep accurate records of those deposits; 10) disburse all funds as authorized by the Board, and; 11) at the end of each term of office, deliver to the next Treasurer all financial records and the means to access all funds, including safe deposit box keys and account passwords.
- J. The Immediate Past President will perform duties the President or Board assigns.
- K. The Board or President may add duties for an Officer, but may not remove or reassign duties required by these Bylaws for each Officer.
- L. Officers may be removed and vacancies filled, as provided in these Bylaws for removing and replacing Directors.

ARTICLE X: COMMUNITY TEACHER ASSOCIATIONS (CTAs)

- A. "Community Teacher Association" (CTA) means an independent affiliate of MSTA.
- B. CTAs in contiguous areas of Missouri determined by MSTA are organized into GSLTA.
- C. A CTA, its members, officers, and Directors are not authorized to speak on behalf of or make a legal, financial, or other commitment for GSLTA.
- D. CTAs may use GSLTA names, trademarks, logos, symbols and other intellectual property, regardless of who created the property for GSLTA, only in a manner consistent with GSLTA's Bylaws and policies. A CTA must obtain GSLTA's advance written consent before each such use.

- E. GSLTA will not pay dues to CTAs or provide CTAs with operating funds. CTAs will reimburse GSLTA for items purchased from GSLTA and for expenses GSLTA incurs for CTAs. GSLTA will not approve CTA budgets, bank accounts or insurance policies, or prepare or review CTA financial statements or tax returns. CTAs cannot use GSLTA's Employer Identification Number.
- F. GSLTA will not sign contracts for CTAs or be otherwise responsible for CTA contracts.

ARTICLE XI: MISSOURI STATE TEACHERS ASSOCIATION (MSTA)

- A. GSLTA is an independent affiliate of MSTA.
- B. MSTA's Board of Directors will determine GSLTA's geographic boundaries.
- C. MSTA will maintain and disclose to GSLTA a list of CTAs that comprise GSLTA.
- D. GSLTA will be governed by its Board of Directors. Its Articles of Incorporation and these Bylaws will not be subject to MSTA approval. MSTA will not issue operating guidelines to GSLTA.
- E. Neither GSLTA nor its members, Officers or Directors will be authorized to speak on behalf of or make a legal, financial or other commitment for MSTA.
- F. GSLTA may use MSTA names, trademarks, logos, symbols and other intellectual property, regardless of who created the property for MSTA, only in a manner consistent with MSTA's Bylaws and policies. GSLTA must obtain MSTA's advance written consent before each such use.
- G. MSTA will not pay dues to GSLTA or provide GSLTA with funds for operating expenses. GSLTA will reimburse MSTA for items purchased from MSTA and for expenses MSTA incurs for GSLTA. GSLTA will establish and control its own operating budgets, bank accounts and insurance policies, not subject to MSTA approval. GSLTA will produce its own publications and operate its own meetings. GSLTA will not operate meetings at which it presents MSTA as a co-sponsor or in a similar role without MSTA's advance written consent. GSLTA will prepare separate financial statements, file separate tax returns, file separate state reports and use a separate Employer Identification Number.
- H. GSLTA will sign its own contracts solely on its own behalf and not on behalf of MSTA. MSTA will not sign contracts on behalf of GSLTA or be responsible for GSLTA contracts. If GSLTA needs employees or independent contractors, it will hire and fire them without MSTA participation.

ARTICLE XII: INDEMNIFICATION

- A. Reimbursement Policy: GSLTA will be permitted, but not required, to indemnify and hold harmless its Officers, Directors and employees to the extent its resources allow and its Board of Directors authorizes, consistent with Missouri law.
- B. MSTA Reimbursement: MSTA will have no responsibility to indemnify or hold harmless an GSLTA Officer, Director or employee.
- C. Insurance: GSLTA may obtain its own insurance policy to fund whatever indemnity obligations the Board authorizes. GSLTA and its Officers, Directors and employees will not be covered by an MSTA insurance policy for indemnity or other purpose.

ARTICLE XIII: FINANCE AND BUDGET

- A. The Board will adopt an annual GSLTA budget showing major categories of revenue and expenses.
- B. GSLTA will purchase a fidelity bond for faithful performance, in a form and amount the Board approves, for the Directors and the Executive Director/Chief Executive Officer, and other employees whose duties include financial responsibilities.
- C. GSLTA will implement an investment policy and financial reserves policy so that GSLTA’s financial well-being is sufficient to protect it against unexpected decreases in dues revenue and is also sufficient to fund increasing needs for its services.
- D. The Board will determine who may sign GSLTA checks and contracts. Absent a Board Resolution to the contrary, only the President may sign contracts, only the President or Treasurer may sign checks under \$500, and only the President and the Treasurer together may cosign checks for \$500 or more.

ARTICLE XIV: BYLAW AMENDMENTS

- A. Bylaw amendments may be made only by the following two-part approval process:
 - 1. By adoption of the Board of Directors (if amendments do not relate to the number of Directors, Board composition, Directors’ term of office, or Directors’ selection method), and, subsequently;
 - 2. By adoption of the Assembly of Delegates.
- B. Adopted amendments will be effective at the end of the Assembly meeting at which they are adopted.

CERTIFICATION

The above document constitutes the official Bylaws of GSLTA, Inc., duly adopted by the Assembly of Delegates at their meeting on _____, 2010.

Name of President: _____

Signature: _____

Date: _____

Amended, November 2013 (Article IX, D)