

**BYLAWS**  
**NORTHEAST MISSOURI TEACHERS ASSOCIATION, INC.**

**Adopted by the Northeast Missouri Teachers Assembly of Delegates: \_\_\_\_\_, 2016**

**ARTICLE I: NAME**

These are the Bylaws of the Northeast Missouri Teachers Association, Inc. (NEMTA), as authorized by the Missouri Nonprofit Corporation Act, Chapter 355 of the Missouri Revised Statutes.

**ARTICLE II: PURPOSE**

NEMTA'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 NEMTA. Those classes, as defined by MSTA's Bylaws, are Professional Educator, Associate Member, Retired Member, and Student Member.

B. Services and Privileges: NEMTA'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: A member who does not pay dues by the date required in these Bylaws will be automatically expelled from membership.

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 NEMTA names, trademarks, logos, symbols and other intellectual property, including property they create for NEMTA, consistent with these Bylaws and NEMTA policies.

5. Ownership Rights: Membership is a privilege and not a right. No member will have an ownership or property right in NEMTA funds, property or other assets. All property that members create for NEMTA will be immediately and always owned by NEMTA.

**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). NEMTA 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 NEMTA dues to CTAs or directly to MSTA, which will forward those dues to NEMTA, except teachers who are required to pay dues to school districts. CTAs collecting NEMTA dues must forward them to MSTA within 60 days of receipt.
- D. MSTA will forward to NEMTA 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: NEMTA will conduct an Annual Membership Meeting on a date the Board selects. NEMTA's President will call the meeting to order and serve as meeting Chair. The first order of business will be to adopt the Committee on Credentials' report. The President will report on NEMTA activities and financial condition, and the Assembly will act on matters presented to it according to these Bylaws.
- 2. Regular Meetings: NEMTA 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) NEMTA will conduct a Special Membership Meeting if called by the Board, which will fix the time and place of the meeting.  
b) NEMTA 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. NEMTA 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 NEMTA members. At Regular or Special Membership Meetings, the Assembly as constituted at the most recent Annual Membership Meeting will act on behalf of all NEMTA members.

### **B. Notice, Waiver of Notice, Quorum, Voting, Adjournment**

- 1. Notice: A Bylaws-required notice must be written, and may use postal mail or electronic mail. 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 NEMTA records. The Assembly may only act at a membership meeting on matters specified in the meeting notice. NEMTA 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 NEMTA's property or assets, accompanied by a copy or summary of a description of the transaction, and; c) dissolution of NEMTA, 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: A quorum shall consist of those present at any meeting for which notice of the meeting was provided in accordance with these Bylaws. The Chair will document presence of a quorum in the permanent record of each 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) two-thirds of votes cast for members present to adopt amendments to NEMTA's Articles of Incorporation or Bylaws (after Bylaw amendment adoption by the Board of Directors), to merge with another entity, to dissolve NEMTA, or to change NEMTA's name, or; 2) a majority of all present, 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 to amend the Articles of Incorporation or Bylaws will be by written or electronic ballot. Voting for Officers will be by written or electronic ballot unless uncontested. If uncontested, the Chair may elect to have Delegates vote by voice vote. 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 NEMTA 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.

## **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 NEMTA Annual Membership Meeting. "Delegate" means an NEMTA member selected according to provisions in the next paragraph below.

B. The Assembly of Delegates will consist of:

1. Each CTA in NEMTA’s region will elect the following number of Delegates from among their members who are Professional Educator or Associate Members with fully paid dues:

<u>Number of CTA Members</u>	<u>Number of Delegates Elected</u>
1—37	1
38—62	2
63—87	3
88—112	4
113—137	5

A CTA with more than 137 members will elect one more Delegate for each 25-or-fewer increment of additional members. To determine the number of Delegates from each CTA, member totals will be based on Professional Educator and Associate Member totals as of June 30 of the preceding membership year, unless NEMTA verifies larger totals before the Annual Membership Meeting.

2. All members serving on the Board of Directors, including Officers. If any of them is unable to serve, the Board of his or her Region may appoint a substitute Delegate.
3. All standing committee chairs including those who are elected Delegates.

C. Delegates from CTAs will be selected in accordance with CTA bylaws. Only Professional Educator and Associate Members who are also CTA members may vote for Assembly Delegates.

D. The first Delegate elected from each CTA each year will be a Classroom Teacher, meaning a teacher not receiving teacher retirement benefits and not a substitute teacher, who devotes at least 50 percent of daily employed time to classroom teaching or who performs education-related work that places him or her on a local salary schedule for teachers. If a CTA is entitled to more than one Delegate, at least 80 percent of them will be Classroom Teachers, unless a CTA Board waives either of these provisions by a majority vote at a CTA Board meeting.

**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 4 Officers and 6 Non-Officers.

B. Role: Unless provided otherwise in NEMTA Articles of Incorporation or Bylaws, including rights reserved to members in voting provisions of these Bylaws, the Board will constitute NEMTA’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 NEMTA policies, adopt Board Resolutions and propose or implement Assembly Resolutions; 3) hold, purchase, and dispose of NEMTA property.

C. Election: The Assembly will elect Directors to serve as First Vice President, Second Vice President. At the end of the President’s term, he or she will automatically become Immediate Past President and the First Vice President 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 MSTA’s Bylaws, to serve on MSTA’s Board of

Directors. No such Director may be an NEMTA Officer.

- D. Terms: Director terms will be three years. No Director may serve more than two consecutive three-year terms plus a partial term to fill a vacancy. Directors will take office at the close of the Annual Membership Meeting.
- 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 President of the reason in writing as soon as possible before the missed meeting.
- 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 three 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. Meeting Records: The Board will keep minutes of its meetings including a record of all votes.
- H. 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) NEMTA may compensate the Secretary/ Treasurer for their services.
- I. Notice: NEMTA will notify Directors of: 1) regular meetings at least 21 days in advance.
- J. Waiver of Notice: NEMTA 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.
- K. 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.
- L. 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) amendments to NEMTA Articles of Incorporation; 2) amendments to NEMTA Bylaws; 3) dues increases; 4) NEMTA merger, dissolution, or name change, or; 5) removal of a Director.
- M. 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.
- N. 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.
- O. 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.

P. Removal/Vacancies

1. Removal: Officers and Directors may be removed with or without cause. The Assembly may remove Officer-Directors as well as Non-Officer-Directors they elected. If the Assembly fails to remove a Director within 30 days from written Board request for removal, the Board may remove and replace that Director, and the replacement Director will serve until the Assembly elects a permanent replacement.
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 NEMTA 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, NEMTA may request a court in the county of NEMTA's principal office to summarily order the Director to do so. In that event, the Director will be liable for NEMTA court costs and attorney fees.

Q. Director Conflicts Of Interest

1. A conflict of interest transaction is a transaction with NEMTA 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 NEMTA.
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.

R. Loans: NEMTA will not make loans to Directors, Officers or employees.

**ARTICLE VIII: COMMITTEES**

- A. Committee on Credentials: The Board will appoint the Committee on Credentials from among Directors. That Committee will fulfill its duties under these Bylaws regarding membership meetings and the Assembly of Delegates.
- B. 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.
- C. 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. NEMTA Officers will be the Immediate Past President, President, First Vice President, Second Vice President. All Officers must be Directors. No Director may simultaneously hold more than one office.
- B. At the first Board meeting after the Annual Membership Meeting, the Board will appoint a

Secretary/Treasurer from the membership who does not hold another office and will serve for a specific term as determined by the Officers. The Secretary/Treasurer will serve as a non-voting member of the Board of Directors.

- 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 at the close of the Annual Membership Meeting for a term of one year.
- 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 NEMTA's Chief Elected Officer. The President will prepare and distribute agendas for those meetings, and lead NEMTA 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 NEMTA. The President will perform other duties the Board assigns.
- F. The First Vice President shall serve any unexpired term of the President prior to his or her own term, serve as President in the absence of the President, and will fulfill other duties the President or the Board assigns.
- G. The Second 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. The Second Vice President will also serve as Chair of the Credentials Committee.
- H. The Secretary/Treasurer will: 1) give all notices required by these Bylaws or state law; 2) maintain all NEMTA 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. In addition, the Secretary/Treasurer will: 1) serve as custodian of NEMTA financial and tax records; 2) assure that NEMTA's annual financial statements are reviewed by and an independent third party, and receive Board approval in draft form; 3) assure that NEMTA's tax returns are professionally prepared, reviewed before filing by the Board, and timely filed; 4) maintain NEMTA's financial records in a complete, accurate manner; 5) properly invest and protect NEMTA funds; 6) submit timely financial reports to the Board at least quarterly, showing comparative annual and quarterly data for the current and prior year; 7) prepare the annual budget for Board approval; 8) deposit in a Board-approved bank all NEMTA funds, and keep accurate records of those deposits; 9) disburse all funds as authorized by the Board, and; 10) 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.
- I. The Immediate Past President will perform duties the President or Board assigns.
- J. The Board or President may add duties for an Officer, but may not remove or reassign duties required by these Bylaws for each Officer.
- K. 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 NEMTA.
- 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 NEMTA.
- D. CTAs may use NEMTA names, trademarks, logos, symbols and other intellectual property, regardless of who created the property for NEMTA, only in a manner consistent with NEMTA's Bylaws and policies. A CTA must obtain NEMTA's advance written consent before each such use.
- E. NEMTA will not pay dues to CTAs or provide CTAs with operating funds. CTAs will reimburse NEMTA for items purchased from NEMTA and for expenses NEMTA incurs for CTAs. NEMTA will not approve CTA budgets, bank accounts or insurance policies, or prepare or review CTA financial statements or tax returns. CTAs cannot use NEMTA's Employer Identification Number.
- F. NEMTA will not sign contracts for CTAs or be otherwise responsible for CTA contracts.

**ARTICLE XI: MISSOURI STATE TEACHERS ASSOCIATION (MSTA)**

- A. NEMTA is an independent affiliate of MSTA.
- B. MSTA's Board of Directors will determine NEMTA's geographic boundaries.
- C. MSTA will maintain and disclose to NEMTA a list of CTAs that comprise NEMTA.
- D. NEMTA 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 NEMTA.
- E. Neither NEMTA 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. NEMTA 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. NEMTA must obtain MSTA's advance written consent before each such use.
- G. MSTA will not pay dues to NEMTA or provide NEMTA with funds for operating expenses. NEMTA will reimburse MSTA for items purchased from MSTA and for expenses MSTA incurs for NEMTA. NEMTA will establish and control its own operating budgets, bank accounts and insurance policies, not subject to MSTA approval. NEMTA will produce its own publications and operate its own meetings. NEMTA will not operate meetings at which it presents MSTA as a co-sponsor or in a similar role without MSTA's advance written consent. NEMTA will prepare separate financial statements, file separate tax returns, file separate state reports and use a separate Employer Identification Number.
- H. NEMTA will sign its own contracts solely on its own behalf and not on behalf of MSTA. MSTA will not sign contracts on behalf of NEMTA or be responsible for NEMTA contracts. If NEMTA needs employees or independent contractors, it will hire and fire them without MSTA participation.

**ARTICLE XII: INDEMNIFICATION**

- A. Reimbursement Policy: NEMTA 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 NEMTA Officer, Director or employee.
- C. Insurance: NEMTA may obtain its own insurance policy to fund whatever indemnity obligations the Board authorizes. NEMTA 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 NEMTA budget showing major categories of revenue and expenses.
- B. The Board will provide for an annual review of NEMTA financial statements by a third party, and will require that individual or group to report results of that review to the Board.
- C. NEMTA will implement an investment policy and financial reserves policy so that NEMTA’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 NEMTA checks and contracts. Absent a Board Resolution to the contrary, only the President may sign contracts, only the President or Treasurer may sign checks.

**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 NEMTA, duly adopted by the Assembly of Delegates at their meeting on \_\_\_\_\_, 2016.**

**Name of President:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_