Vermont-NEA Bylaws

ARTICLE I - PURPOSE AND ORGANIZATION

Section 1: Purpose
The purpose of Vermont-National Education Association shall be to promote the educational welfare of the State of Vermont and all individuals therein; to promote professional excellence in and among educators; to promote recognition of the importance of the educator in the learning process; to promote professional autonomy; to promote recognition of the importance of Educational Support Professionals in the school community; to promote the exercise of employee collective bargaining rights and privileges, as set forth in federal and state labor relations enactments; to organize and to represent employees in the exercise of their employment and collective bargaining rights and privileges; to unite educators for effective citizenship; to promote and to protect human and civil rights; to promote the safety of students and school employees in school; and to carry out any and all other lawful purposes.

Section 2: Organization
Vermont-National Education Association ("Vermont-NEA") is the registered name of this Corporation organized under Vermont law.

ARTICLE II - ARTICLES OF ASSOCIATION

The name, location of the registered office, the registered agent, and the purpose and powers of the Corporation shall be as set forth in its Articles of Association and these Bylaws. The purposes and powers of the Corporation and of its Directors and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to the Articles of Association, which, as amended from time to time, are hereby made a part of these Bylaws.

ARTICLE III - MEMBERSHIP

Section 1: Eligibility
To be eligible for membership in Vermont-NEA, an individual must:

a. be a member of the National Education Association;
b. be a member of a unified local education, teachers, educational support professionals, or college/university Association, if one is available to the individual; and
c. pay membership fees in a timely manner.

Section 2: Classes of Membership

a. **Voting or Active classes**. There are three (3) classes of Active membership in Vermont-NEA entitled to vote: Professional Educational, Educational Support Professionals, and Officers of Vermont-NEA.
    i. **Professional Educational membership**. Professional Educational membership is available to any person who:
        A. is engaged in, or is on limited leave of absence from, professional educational employment and;
        B. holds or is eligible to hold a baccalaureate or higher degree or the regular teaching, vocational, or technical licenses required by their employment.
    ii. **Educational Support Professional membership**. Educational Support Professional membership is available to any individual who is a non-managerial employee of a school district, college, university, or other institution devoted primarily to educational work but who does not qualify for Professional Educational membership.
    iii. **Officers**. Persons serving as Officers of Vermont-NEA or its NEA Director shall be voting members.

b. **Non-voting classes**. There are seven (7) classes of membership in Vermont-NEA not entitled to vote: Staff, Reserve, Aspiring Educator, Retired, Associate, Honorary, and Substitute.
   i. **Staff membership**. Staff membership is available to any individual employed by Vermont NEA or any of its affiliates.
   ii. **Reserve membership**. Reserve membership is available to any individual who is on a leave of absence of at least six months from the employment that qualified them for Active membership, or who has held Active membership, but whose employment status no longer qualifies the individual for Active membership.
   iii. **Aspiring Educator membership**. Aspiring Educator membership is available to any student enrolled in a teacher education program approved by the State of Vermont for teacher licensure.
   iv. **Retired membership**. Retired membership is available to any retired person who has held Active membership in Vermont-NEA.
   v. **Associate membership**. Associate membership is available to any person who is interested in advancing the cause of public education, but who is not eligible for any other class of membership in Vermont-NEA.
   vi. **Honorary membership**. Honorary membership is available to an individual who has made outstanding contributions to education and is both nominated by the Board of Directors and elected by the Representative Assembly. An Honorary member has all the rights and privileges of an Active member except the right to vote or hold office. There is no membership fee for an Honorary member.
   vii. **Substitute membership**. Substitute membership is available to an education employee employed on a day-to-day basis who is otherwise eligible for Active membership, unless the employee is drawing educational retirement benefits and is eligible for NEA Retired membership.

c. **Appeals**. A member may appeal their membership classification to the Board of Directors.

Section 3: Rights and Limitations

a. **Voting and office holding**. The right to vote, and eligibility to hold elective office, within Vermont-NEA is limited to Active members.
b. **Landrum-Griffin Act**. Any person who has been convicted of a felony or a violation of the reporting requirements of the Landrum-Griffin Act may not hold an office or appointive position and may not serve as a paid consultant to Vermont-NEA.
c. **Services**. All Active members are eligible to obtain assistance in the protection of professional and civil rights, and to receive reports and publications of Vermont-NEA. Services to other members shall be determined by the Board of Directors.

Section 4: Membership Fees

The Board of Directors shall propose the fees for each class of membership, and such fees shall be fixed by majority vote of the delegates voting at a regular or special Representative Assembly.

Section 5: Reciprocity of Membership

Any person who is a member of a National Education Association affiliate in another state who becomes eligible for Active membership in Vermont-NEA during a school year and has paid its membership fees in full shall, upon request, receive from Vermont-NEA all the rights and privileges of Active membership until the beginning of the next membership year, provided the state Association from which the member has transferred offers a reciprocal membership privilege to Active members of Vermont-NEA moving to that state.

Section 6: Conditions of Membership

a. **National Education Association Code of Ethics**. All members of Vermont-NEA shall abide by the current *NEA Code of Ethics of the Education Profession*.

b. **Non-discrimination**. Vermont-NEA shall not deny membership to individuals on the basis of including but not limited to race, color, religion, ancestry, national origin, sex, sexual orientation, gender identity and expression, place of birth, or age, and it shall not affiliate with any organization that denies membership on that basis.

Section 7: Removal and Discipline

c. **Basis**

i. **General**. An individual's membership is continuous unless terminated for cause. A member who fails to adhere to a condition or requirement of membership may be subject to censure, suspension, or expulsion as provided in the procedures of the Review Board.

ii. **Specific**. In addition, a member may be censured, suspended, or expelled for:

A. Failure to abide by the current NEA Code of Ethics of the Education Profession, as provided in subsection 6.a. of this Article;

B. Willfully violating the Constitution of the National Education Association, these Bylaws, or the bylaws of the member's local Association;

C. Disobeying or willfully failing to comply with any lawful decision of the National Education Association, Vermont-NEA, or the member's local Association;

D. Willfully violating the provisions of the collective bargaining agreement in effect between the member's employer and local Association;

E. Misappropriating money or property of the National Education Association, Vermont NEA, or the member's local Association;

F. Being a member of a negotiating team representing a school board or other school governing body at the primary, secondary, or higher education level;

G. Taking court action against Vermont-NEA without first exhausting all remedies provided in these Bylaws for appeal unless four (4) months have expired since the appeal was initiated;

H. Committing any other offense specified by the Board of Directors, adopted by the Representative Assembly, and kept on file by the Secretary-Treasurer.

b. **Procedure**

i. **Charge**. Any member may file with the Review Board or the Vice President a complaint about any other member.

ii. **Hearing**. The member complained against shall have a right to a hearing conducted in accordance with the rules of procedure of the Review Board.

iii. **Appeal**. The member complained against may appeal the decision of the Review Board to the Executive Committee, consistent with subsection 2.e.iii(2) of Article X, regarding violations of the NEA Code of Ethics of the Education Profession.

Section 8: Membership Year

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

Section 9: Meetings

Meetings of the membership shall be Representative Assemblies, conducted in accordance with Article VIII. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Corporation.

ARTICLE IV - OFFICERS

Section 1: Designation
The officers of Vermont-NEA shall be the President, the Vice President, and the Secretary-Treasurer.

Section 2: Eligibility
No person may be an officer of Vermont-NEA unless they are and, for at least two (2) years before assuming office, have been an Active member in good standing.

Section 3: Election and Terms of Office
Active members may elect officers pursuant to Article VII. Officers may serve no more than three, three-year terms. Elections of officers shall be held every three years following the years specified here for each office: for President, 2009: for Vice President, 2010; and for Secretary-Treasurer, 2011.

Section 4: Duties

a. **President**. The President shall:
   i. Be a full-time paid officer of Vermont-NEA;
   ii. Represent Vermont-NEA with respect to all matters of established policy;
   iii. Be part of the management team of Vermont-NEA (including acting as manager of the governance section of the budget);
   iv. Be primary elected spokesperson for Vermont-NEA;
   v. Release press releases through their office;
   vi. Preside over the Representative Assembly, Board of Directors, and Executive Committee;
   vii. Appoint all committee chairpersons except as otherwise provided in subsections 1.b.i., 1.b.ii. and 3.b. of Article X;
   viii. Appoint all committee members with the advice and consent of the Board of Directors, except as otherwise provided in subsection 1.b. of Article X;
   ix. Participate as time permits in all committee functions;
   x. Represent Vermont-NEA at meetings of the National Council of State Education Associations;
   xi. Review Vermont-NEA policies and recommend priorities to be considered by the Representative Assembly, Board of Directors, and Executive Committee;
   xii. Prepare the agenda for the Representative Assembly, meetings of the membership, and meetings of all other governing bodies;
   xiii. Delegate duties to the other officers and make recommendations to the Executive Director for implementation of Vermont-NEA programs;
   xiv. Maintain a close working relationship with the Executive Director;
   xv. Serve as a registered lobbyist for Vermont-NEA;
   xvi. Make regular reports to the Board of Directors and provide an annual report to the Representative Assembly;
   xvii. Act as liaison between Vermont-NEA and its subject matter affiliates, as described in Section 2 of Article XI;
   xviii. Perform such other duties as may be assigned by the Board of Directors or Executive Committee;
   xix. Serve as the alternate NEA Director for Vermont-NEA, for the purpose of representation on the NEA Board of Directors only; and
   xx. In consultation with the Board of Directors, ensure the evaluation of the Executive Director is conducted.

b. **Vice President**. The Vice President shall:
   i. Preside, in the absence of the President, over the Representative Assembly, Board of Directors, and Executive Committee;
   ii. Chair the Finance Committee;
   iii. Be the acting President, if the office of President becomes vacant; and
   iv. Perform all other duties assigned by the President.

c. **Secretary-Treasurer**. The Secretary-Treasurer shall:
   i. Serve as Secretary of Vermont-NEA, responsible for:
      A. for the conduct of Vermont-NEA business.
      B. Serve Keeping and maintaining accurate records of all meetings of the membership, the Representative Assembly, the Board of Directors, and the Executive Committee;
      C. Keeping and maintaining all membership records and other records as may be necessary for the conduct of Vermont-NEA business and;
   ii. Ensure compliance with all notice, quorum, and similar requirements imposed by these Bylaws as Treasurer of Vermont-NEA responsible for overseeing:
      A. The receipt and disbursement of funds; and
      B. The maintenance of accurate financial records.

Section 5: Resignation
An officer may resign their office by submitting written notice to the President or, if it is the President who is resigning, to the Vice President, specifying the date on which their resignation is to become effective.

Section 6: Removal
a. **Automatic**
   i. **Discontinued membership**. A Vice President or Secretary-Treasurer who no longer qualifies as either a Professional Educational or Educational Support Professional member shall be removed automatically from office.
   ii. **Suspension or expulsion from membership**. An officer who is suspended or expelled from membership and whose suspension or expulsion is affirmed by a two-thirds (2/3) vote of the Executive Committee shall be removed automatically from office.
b. **Impeachment**
   i. **Basis**. An officer may be impeached for:
      A. Violation of the NEA Code of Ethics of the Education Profession;
      B. Malfeasance in office;
      C. Nonfeasance in office; or
      D. Any act constituting a conflict of interest with their official role.
   ii. **Procedure**
      A. **Petition**. Impeachment proceedings against an officer may be commenced by submission to the Review Board in writing of a petition signed by no fewer than fifteen (15%) of the certified delegates to the Representative Assembly. The list of certified delegates is available upon written request from the Secretary-Treasurer or the Administrative Assistant to the President.
      B. **Hearing**. The officer against whom impeachment proceedings have been initiated shall have the right to a hearing before the Review Board and shall be impeached only upon a two-thirds (2/3) vote of the Review Board.
      C. **Appeal**. An impeached officer may appeal the decision of the Review Board to the Board of Directors. The Board of Directors shall sustain the Review Board's decision only upon a two-thirds (2/3) vote, which shall be by roll call if so requested by the officer impeached.

Section 7: Filling a Vacancy
a. **Temporary appointment**
   i. President. If the office of President is vacant, and the Vice President is unable to serve as acting President, the Board of Directors shall appoint a temporary President, who shall serve until replaced by special or regular election.
   ii. Vice President or Secretary-Treasurer. If the office of Vice President or Secretary-Treasurer is vacant, the Board of Directors shall appoint a temporary officer, who shall serve until replaced by special or regular election.
b. **Replacement**. If the unexpired term of the vacant office equals or exceeds six (6) months from the date it became vacant, the Board of Directors shall, and if the unexpired term is shorter, it may conduct a special election to fill the vacancy.

Section 8: Term of Office

a. **Regular election**. An officer elected by regular election shall assume office July 1 of the year of election and shall serve in that office for a period of three (3) years and until the successor assumes office.
b. **Special election**. An officer elected by special election shall assume office immediately and shall serve in that office for the balance of the term of the officer being replaced and until their successor assumes office.

ARTICLE V - EXECUTIVE COMMITTEE

Section 1: Composition

The Executive Committee consists of the President, the Vice President, the Secretary-Treasurer, two Members-at-Large, the NEA Director, among whom there shall be at least one Professional Educational member and one Educational Support Professional member, and the Executive Director, who shall sit as a non-voting member. Annually, at its first meeting of the fiscal year, the Board of Directors shall elect two of its members as the Members-at-Large, who shall serve until the next Members-at-Large election. If, following the election of the Members-at-Large, there is either no Professional Educational member or no Educational Support Professional member on the Executive Committee, the Board of Directors shall elect to the Executive Committee one of its Professional Educational or Educational Support Professional members.

Section 2: Duties

The Executive Committee shall:

a. Consider matters brought before it by any of its members or staff or by the Board of Directors;
b. Make recommendations to the Board of Directors;
c. Manage the affairs of Vermont-NEA between meetings of the Board of Directors;
d. Act, under subsection 6.a. of Article IV, as an appellate body in cases of automatic removal; and
e. Act in such other capacities as provided by these Bylaws.

Section 3: Removal

Any Officer who is removed or who resigns from office is also removed automatically from the Executive Committee. A Member-at-Large may be removed or may resign from that position for the same reasons and in the same manner as Officers.

Section 4: Filling a Vacancy

The person appointed or elected to replace an Officer who resigned or was removed from office shall also replace that Officer on the Executive Committee. The Board of Directors shall elect a replacement for a Member-at-Large who resigns or is removed from that position.

Section 5: Notice of Meetings

Unless all members of the Executive Committee waive notice, the President or Secretary-Treasurer shall give at least twenty-four (24) hours' advance notice of meetings to all other members of the Executive Committee.

Section 6: Quorum

Four (4) voting members constitute a quorum, and the act of a majority of voting members present at a meeting at which a quorum is present shall be the act of the Executive Committee.

ARTICLE VI - BOARD OF DIRECTORS

Section 1: Powers and Duties
The management of all the affairs, property, and business of Vermont-NEA is vested in the Board of Directors. In addition to the powers and authority expressly conferred upon it by the Article of Association and these Bylaws, the Board of Directors may exercise all powers and take all lawful actions, unless authority to act is reserved to the Representative Assembly or the membership by statute, the Articles of Association, or these Bylaws

Section 2: Composition

a. **Number**. The Board of Directors shall consist of no fewer than eighteen (18) members, including the number of Area Directors established pursuant to section 2 of Article IX.
b. **Executive Director**. The Executive Director shall be a non-voting member of the Board of Directors.
c. **NEA Director**. The NEA Director shall serve on the Board of Directors and shall also be the representative of Vermont-NEA on the National Education Association Board of Directors. The NEA Director's qualifications, duties, term of office, method of election and removal from office, and replacement, shall be governed by the Bylaws of the National Education Association.

Section 3: Eligibility
No person may be a Director of the Association unless they are an Active member at the time of their candidacy and throughout their tenure on the Board of Directors.

Section 4: Elections

a. **Area candidates**. The voting members of each Area shall elect its Area Director every three (3) years through an open nomination process of candidates employed within the Area and by secret ballot. Areas shall use the election schedule established by the Board of Directors.
b. **Balance of Representation**. Among the Area Directors and NEA Director shall be at least one Professional Educational and one Educational Support Professional member. If, following a regular or special election, there is either no Professional Educational or no Educational Support Professional member among the Area Directors or NEA Director, the Board of Directors shall conduct a special election of a Professional Educational or Educational Support Professional member in accordance with the provisions for election of an officer.

Section 5: Duties

a. **The Board as a whole**. The Board shall:
    i. Appoint and enter into contractual arrangements with the Executive Director;
    ii. Monitor the work of the President with regard to their duties as enumerated in subsection 4.a. of Article IV; and
    iii. Monitor the work of the Executive Director with regard to duties enumerated in their contract of employment.
b. **Individual Directors**. Each Director shall:
    i. Support and implement the policies of the National Education Association and Vermont NEA;
    ii. Discourage any violations of established policy which could be cause for removal or discipline of a member; and
    iii. Accept their role as part of the management of Vermont-NEA.

Section 6: Meetings

a. **Annual and special meetings**. The annual meeting of the Board of Directors shall be held at the time of the annual meeting of the membership at such time and place fixed by the President or Executive Director. Failure to hold the annual meeting shall not work a forfeiture or dissolution of the Corporation. A special meeting may be held in place of the annual meeting.

b. **Other meetings**. The Board of Directors shall meet quarterly. The President or Executive Director may call additional meetings as the interest of Vermont-NEA may require and must do so if requested in a petition signed by three (3) or more members of the Board. Any meeting of the Board of Directors may be held by electronic means. Any action may be taken by unanimous written consent.
c. **Notice**. Unless all members of the Board of Directors waive notice, the President or Executive Director shall give at least twenty-four (24) hours' advance notice of meetings to all other Directors.
d. **Quorum**. A majority of the voting members of the Board of Directors shall constitute a quorum. The vote of a majority of those voting members present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7: Removal and Discipline

a. Basis

i. **General**. An individual's tenure as Director is continuous during their term unless terminated for cause. A Director who fails to adhere to a condition or requirement of the Board of Directors may be subject to censure, suspension, or removal from the Board as provided in the procedures of the Review Board.
ii. **Specific**. In addition, a Director may be censured, suspended, or removed from the Board for:
A. Willful violation of any National Education Association or Vermont-NEA governing document or written policy;
B. Conduct which shows an intent by the Director to interfere with or prevent the implementation of a provision of any National Education Association or Vermont-NEA governing document or written policy.

b. Procedure

i. **Charge**. A charge or charges against a Director may be initiated by submission to the Review Board of a written petition of at least three (3) other Directors or at least fifteen (15) percent of the certified delegates to the Representative Assembly. Any member may file with the Review Board a complaint about any other member.
ii. **Hearing**. The member complained against has a right to a hearing conducted in accordance with the rules of procedure of the Review Board.
iii. **Appeal**. The member complained against may appeal the decision of the Review Board to the Executive Committee, consistent with subsection 3.e.iii.(2) of Article X regarding violations of the NEA Code of Ethics of the Education Profession.

Section 8: Filling a Vacancy

a. **Area Director.** The unexpired term of a vacant Area Director position may be filled by presidential appointment with the advice and consent of the Board of Directors.
b. **Executive Officers and NEA Director.** Any vacancy on the Board of Directors created by a vacancy among the Executive Officers or the NEA Director shall be filled in accordance with subsection 7.b. of Article IV or subsection 2.c. of Article VI, respectively.

Section 9: Expenses

Members of the Board of Directors shall be reimbursed for expenses for attending Board meetings and for carrying out other duties.

ARTICLE VII - ELECTIONS OF OFFICERS AND AREA DIRECTORS

Section 1: Nominations

a. **Notice**. Notice specifying the office to be filled and the time, place, and procedure for submitting nominations shall be provided in a manner designed to reach all voting members by a reasonable time prior to the deadline for submitting nominations.

b. **Petitions**

   i. **Executive Officers and NEA Director**. A nominating petition bearing the signatures of no fewer than one hundred (100) voting members supporting the candidacy of an individual for an Executive Office or NEA Director shall be necessary for that individual to become a candidate for that office.

   ii. **Area Directors**. A nominating petition bearing the signatures of no fewer than twenty-five (25) voting members supporting the candidacy of an individual, employed within the Area, for that Area's Director shall be necessary for that individual to become a candidate for that office.

   iii. **Filing**. Petitions shall be filed with the Executive Director, for regular elections, and received between October 1 and January 15 of the membership year prior to an election and, for special elections, by such date as is established by the Board of Directors.

c. **In the absence of a petition**. If no valid petition for a specific office is filed within the specified time limit, the Board of Directors shall nominate at least two (2) individuals for that office.

Section 2: Voting

a. **Eligibility period**. An individual is entitled to vote in an election if they are a voting member thirty (30) days before the election.

b. **Ballot**. Voting for Officers and Area Directors shall be by Australian ballot, which shall list all candidates in alphabetical order and, if there are more than two candidates, shall instruct the voter to rank any number of candidates in order of preference.

c. **Required margin**. The candidate indicated as most preferred by a majority of the votes cast shall be declared the winner. If no candidate is indicated as most preferred by a majority of the votes cast, each candidate receiving the least amount of votes as the most preferred candidate shall be eliminated, and their votes shall be allocated to the candidate indicated as next most preferred by the voter. The process of excluding candidates and reallocating votes by preference shall continue until one candidate has a majority of the votes.

ARTICLE VIII - REPRESENTATIVE ASSEMBLY

Section 1: Meetings

The Representative Assembly shall meet during the spring of each year as determined by the Board of Directors and at such other times as deemed necessary by the President. The President shall call a special meeting of the Representative Assembly on written request of ten (10) percent of the voting membership.

Section 2: Notice

Notice specifying the time, place, and agenda, insofar as it is known, of each meeting of the Representative Assembly shall be provided by the President between ten (10) and fifty (50) days before the meeting. Notice shall be deemed given when mailed to the last known address of a delegate.

Section 3: Allocation of Delegates

a. **Local Associations**. Each local Association affiliated with Vermont-NEA pursuant to Article XI, Section 1 of these bylaws, based on membership records of the preceding year or, where the local Association did not previously exist, on the latest available membership records, shall be entitled to one (1) delegate and alternate for up to its first fifteen (15) voting members and an additional delegate and alternate for each additional fifteen (15) voting members or major fraction thereof.

b. **Directors**. All voting members of the Board of Directors shall serve as delegates, and no local Association shall have the number of delegates to which it is otherwise entitled reduced because any of its members is a Director.

Section 4: Election of Delegates and Alternates
Delegates and alternates shall be voting members, and shall be determined pursuant to the local Association bylaws By no later than March 15, the Secretary of each local Association shall forward to the President the name, address and term of office of each delegate and alternate elected.

Section 5: The Term of Office of Delegates and Alternates
The term of office of delegates and alternates shall be not less than one (1) nor more than four (4) years. Delegates and alternates shall start their terms upon election. If, in any year, a local Association is allocated fewer delegates than are serving their terms, the terms of those delegates elected first shall expire until no more than the allocated number of delegates remain.

Section 6: Seating of Delegates
Vermont-NEA shall provide each delegate and alternate official credentials, and the Credentials Committee shall certify delegates and alternates before they are seated.

Section 7: Powers and Duties
The Representative Assembly shall act on officers' and committee reports, take appropriate action on recommendations of the Board of Directors, and transact such other business as may be legally considered. In addition to those powers and duties commonly performed by a delegate body, it shall have such functions as may be set forth in these Bylaws.

Section 8: Quorum
A majority of the eligible voting delegates registered by the Credentials Committee at the Representative Assembly meeting site, but in any event no less than ten (10) percent of the elected delegates, shall constitute a quorum. The act of a majority of those voting in any meeting at which a quorum is present shall be the act of the Representative Assembly.

Section 9: Attendance
Any member of the Association may attend the Representative Assembly and may be recognized to speak. The President shall be responsible for seating arrangements that distinguish voting delegates from others in attendance.

Section 10: Election of NEA Representative Assembly Delegates
The election of Vermont-NEA's delegates to the National Education Association Representative Assembly shall be conducted in a manner determined by the Board of Directors, and in compliance with National Education Association Bylaws and Guidelines.

ARTICLE IX - UNISERV DISTRICTS, AREAS, AND DISTRICT MEETINGS

Section 1: Districts
Vermont-NEA shall establish UniServ Districts in accordance with standards established by the National Education Association.

Section 2: Areas and Area Directors

a. **Generally**
   1. **Areas**. Vermont-NEA shall designate a District with fewer than 750 voting members as an Area, subdivide each District with between 750 and 1499 voting members into two Areas of approximately equal numbers of members, and subdivide each District with at least 1,500 voting members into three Areas of approximately equal numbers of members.
      i. **Area Directors**. The voting members within each Area shall elect an Area Director who shall represent the Area on the Board of Directors. With respect to each such position, its term shall date from the nearest July 1, and the Board shall fill it in accordance with the procedure for filling vacancies, set out in section 8 of Article VI.

b. **Higher Education UniServ District**. Vermont-NEA shall designate a Higher Education UniServ District as one Area. The voting members of that District shall elect one Area Director if it has fewer than 750 voting members, two Area Directors if it has between 750 and 1,499 voting members, and three Area Directors, if it has more than 1,500 voting members.

Section 3: UniServ District Meetings
A meeting called by the Board of Directors shall be held in each UniServ District prior to December 15. The meeting shall be open to all elected local affiliate leaders and members within the UniServ District, including local delegates to the annual statewide Representative Assembly. In addition to discussion of local and state Association issues and activities and election of a representative to the Vermont-NEA Resolutions Committee, new business items can be formally introduced, voted, and forwarded for later consideration at the Representative Assembly. Advisory resolutions can be formally introduced, voted on, and referred for later consideration by the Resolutions Committee.

ARTICLE X - COMMITTEES AND REVIEW BOARD

Section 1: Generally

a. **Designation**. The term "Committee" refers to all appointive bodies except the Review Board.
b. **Standing Committees**. The standing committees of Vermont-NEA shall report as requested to the President and Board of Directors and annually to the Representative Assembly. Their more specific duties are set out below. Each standing committee shall have no fewer than five (5) members, and a majority of those voting at any meeting at which a majority of members is present shall be the act of the committee. The President, with the advice and consent of the Board of Directors, and except as otherwise provided with respect to specific committees, shall appoint committee members, whose terms shall be three (3) years , and shall designate the chair of each committee. The President may terminate a committee appointment of an individual who is absent from three (3) consecutive committee meetings. The standing committees and their specific duties are:
    i. The **Vermont-NEA Professional Learning Committee** will consist of the following two subcommittees, whose purpose is to maintain the highest standards of preparation, licensure, and continuous professional learning of educators (ESP and Certified) and to participate in other professional activities to improve instruction of the children of Vermont. The Professional Learning Community will include both ESP and Certified Staff. Meetings will be both joint (ESP & Certified) and separate sub-committee meetings in order to maintain relevance to members and support t members' professional aspirations.
        (a) The ESP Professional Learning Sub-Committee will take the lead in planning for the annual ESP Conference. Members will also support and encourage ESP Mentoring Programs and support the dissemination of other professional learning opportunities to Vermont-NEA Membership.
        (b) Certified Professional Learning Sub-Committee will provide professional learning that will allow for certification hours for relicensure, licensure support, National Board Certification support, and other areas of focus as identified by the sub-committee.
    ii. The **Human and Civil Rights Committee**, to provide recognition of educators' and students' work towards the advancement of human and civil rights.
    iii. **Resolutions Committee**. The Resolutions Committee is composed of one member from each UniServ District. Its chair and vice chair are Vermont-NEA's representative and alternate representative, respectively, to the National Education Association's Resolutions Committee. Its purposes are:
        (1) to prepare and present to the Representative Assembly resolutions proposed for adoption by members, local Associations, committees, and the Board of Directors;
        (2) to provide notice of proposed resolutions to the membership between ten (10) and fifty (50) days before action on them is scheduled to be taken by the Representative Assembly;

(3) to present to the Representative Assembly its report, together with any minority reports, on each proposed resolution; and
(4) to report the disposition of each proposed resolution to its originator.

iv. **Professional Security Committee**. The duties of the Professional Security Committee are:
(1) To keep members informed about matters of professional security, including retirement, negotiations, and special services; and
(2) To represent members in the development and maintenance of the Association's programs of retirement, negotiations, and special services.

v. **Public Education Action Committee**. The Public Education Action Committee duties are:
(1) To study existing and proposed federal, state, and local legislation bearing on educational interests;
(2) To educate members concerning such legislation;
(3) To work for the passage or defeat of legislation in accordance with its potential effect on educational interests;
(4) To encourage proper implementation of legislation relating to educational interests; (5) To consider proposals for legislation from associated groups and to formulate needed legislative programs;
(5) To disseminate information about educational issues to state legislators and to members; and
(6) To coordinate efforts to influence state legislators regarding educational issues.

vi. **Finance Committee**: To develop a proposed budget for consideration by the Board of Directors and to make a presentation about the adopted budget to the Representative Assembly as it considers membership fees, pursuant to section 4 of Article III.

vii. **Elections Committee**: To plan, conduct, and oversee all elections conducted under these Bylaws. Members of this committee shall be elected by the Board of Directors.

viii. **Credentials Committee**: To check credentials at the Representative Assembly to ensure proper representation from each Area.

ix. **Bylaws Committee**: To prepare and present to the Board of Directors any proposed amendments to these Bylaws, presented in accordance with Article XII, Section 1.

x. **Policy Review Committee**: To prepare and present policies or amendments to existing policies and transmit them upon adoption to the Secretary-Treasurer.

c. **Advisory Standing Committees**. The advisory standing committees make recommendations to the governing bodies on matters of concern to the constituencies that they represent. A Vermont organization of educators may be eligible for Advisory Standing Committee status by application to the Board of Directors, which considers it and provides notice of its decision. Acceptance shall be continuous so long as the committee submits a renewal application annually prior to September 1. The terms and conditions of the relationship between the Association and the Advisory Standing Committee shall be negotiated by the Board of Directors and the group seeking recognition.

d. **Special Committees**. Special committees may be established by the Representative Assembly, or the Board of Directors. The chair of any special committee shall submit periodic reports to the Board of Directors. The President may terminate a committee appointment if the individual is absent from three (3) consecutive committee meetings.

Section 2: Review Board

a. **Composition**. The Board of Directors shall appoint to the Review Board nine (9) persons who have been Active members for the immediate prior five (5) consecutive years and who do not hold elective or other appointed position in the Association and have not been a Director or Executive Officer within the preceding three (3) years. The committee shall be composed of members from a minimum of three (3) Areas. Each member shall serve one five (5) - year term, beginning September 1.

b. **Chair**. Annually the President, with the advice and consent of the Board of Directors, shall select the chair of the Review Board.

c. **Restrictions on members**. Apart from reimbursement for expenses incurred in the performance of official Association business, no member of the Review Board shall accept honoraria or other payment from either a local Association, Vermont-NEA, or the National Education Association.

d. **Removal**

i. **Basis**. A member of the Review Board may be removed only for violation of the NEA Code of Ethics of the Education Profession, for misfeasance, malfeasance, or nonfeasance in office, for conflict of interest involving professional activity, or upon conviction of any criminal offense.

ii. **Procedure**. The Executive Committee shall conduct a hearing regarding a complaint against a member of the Review Board filed by no fewer than 25 members of Vermont-NEA, specifying the conduct for which the member of the Review Board should be removed.

e. **Duties**. The Review Board shall exercise the judicial powers of Vermont-NEA in accordance with the following provisions:

i. It shall establish its rules of procedure, which shall ensure due process in all its proceedings, with the approval of the Board of Directors. The Secretary-Treasurer shall keep the rules on file and make them available to members upon request.

ii. It shall have original jurisdiction regarding:

(1) Impeachment of an officer or member of the Executive Committee;
(2) Alleged violation of the current NEA Code of Ethics of the Education Profession;
(3) Censure, suspension, or expulsion of a member; and
(4) Challenge to any election.

iii. It shall have the following powers:

(1) to remove an officer or member of the Executive Committee, subject to the individual's right to appeal to the Board of Directors where they are entitled to a roll call vote;
(2) to censure, suspend, or expel a member for violation of the NEA Code of Ethics of the Education Profession or other sufficient cause, subject to the individual's right to appeal, on procedural grounds only, to the Executive Committee;
(3) to vacate the censure of, lift the suspension of, or reinstate a member;
(4) to act in an appellate capacity for affiliates subject to disciplinary action, pursuant to section 4 of Article XI; and
(5) to act in an appellate capacity in the event of a challenged election.

ARTICLE XI - AFFILIATED ORGANIZATIONS

Section 1: Local Affiliates

a. A local organization of educators in Vermont, committed to the purpose of Vermont-NEA, may apply to the Board of Directors to become a local affiliate of Vermont-NEA. The Board shall establish guidelines for affiliation, which shall include compliance with these Bylaws. Local affiliate status is continuous except as otherwise provided.

b. The Board may affiliate a local organization if it meets the following minimum standards:

i. It applies the principle of one-person one-vote for representation on its governing bodies. If the affiliate encompasses both Professional Educational and Educational Support Professional members, it shall provide each category with proportionate representation.

ii. It conducts its elections with open nominations and a secret ballot.

iii. It requires that its members be members as well of Vermont-NEA and, if eligible, of the National Education Association.

iv. It has the same membership year as Vermont-NEA.

v. It guarantees that none of its members may be censured, suspended, or expelled without ~~a~~ due process hearing, including an appellate procedure.

c. The Board of Directors shall review a local affiliate's compliance with these minimum standards at least once every five (5) years.

Section 2: Subject Matter Affiliates
A Vermont organization of educators in a specific curricular area committed to the purpose of Vermont NEA may apply to the Board of Directors to become a subject matter affiliate of Vermont-NEA. The Board shall establish guidelines for affiliation, which shall include compliance with these bylaws. Subject matter affiliate status is continuous except as otherwise provided.

Section 3: Special Affiliates
The following organizations have ongoing status as special affiliates of Vermont-NEA:

a. The Vermont Retired Educators Association ("VREA")
b. The Vermont Aspiring Educator National Education Association (Vermont-Aspiring Educator NEA).

Section 4: Discontinuation of Affiliation
The Board of Directors may discontinue the affiliation of an organization if it determines the affiliate no longer meets the standards for affiliation. The Board shall provide the affiliate with a statement of its concerns and provide it with at least ninety (90) days' advance notice of a meeting at which the Board will consider discontinuing affiliation and provide the affiliate with an opportunity to address the Board's concerns. Nothing precludes an affiliate, through its officers, from petitioning the Board of Directors for voluntary discontinuance of its affiliation.

ARTICLE XII - AMENDMENT OF BYLAWS

Section 1: Presentation
Proposals of amendment to these Bylaws may be submitted to the President or Secretary-Treasurer in accordance with any of the following methods:

a. **By Members**. At least one hundred (100) voting members from at least three (3) Areas may submit a proposal of amendment bearing their signatures at least ninety (90) days prior to the annual meeting at which it is to be considered.
b. **By the Board of Directors**. The Board of Directors may, by a two-thirds (2/3) majority vote, submit a proposal of amendment at least ninety (90) days prior to the date of the annual meeting, or twenty (20) days before any special membership meeting, at which it is to be considered.
c. **By the Representative Assembly**. The Representative Assembly may, by a two-thirds (2/3) majority vote, submit a proposal of amendment for a vote at the next regular or special membership meeting, held no sooner than ten (10) days after the Representative Assembly vote.

Section 2: Notice
The Secretary-Treasurer shall include information about any proposed amendment in the notice to members specified in subsection 9.c. of Article III.

Section 3: Amendments to Amendments Limited
Either the Representative Assembly or the Board of Directors may make changes in any proposed amendment solely to clarify its meaning or intent.

Section 4: Required Vote
A proposed amendment is adopted by a majority vote in its favor at an annual or special meeting.

Section 5: Effective Date
An amendment shall be effective upon its adoption or on the later date, if any, stated in the amendment.

ARTICLE XIII - NOTES, DRAFTS, AND CONTRACTS

Section 1: Notes, Checks, and Drafts
The notes, checks, and drafts of Vermont-NEA shall be signed by such person or persons as the Board of Directors may from time to time designate and, in the absence of such designation, by the Secretary Treasurer. Manual signature or signatures shall be required on all notes and drafts. In the case of checks either manual or facsimile signature or signatures may be used.

Section 2: Contracts
Contracts to which Vermont-NEA is a party shall be executed by such person or persons designated by the Board of Directors and, in the absence of designation, by the President, Vice President, or the Secretary-Treasurer.

ARTICLE XIV - MISCELLANEOUS PROVISIONS

Section 1: Registered Office and Registered Agent
The address of the registered office of Vermont-NEA and the name of its registered agent shall be determined by the Board of Directors and filed with the Secretary of State. The books of the Corporation, including its stock ledger, books of account, and minute books, shall be kept at the registered office of Vermont-NEA by the Secretary-Treasurer.

Section 2: Agents
The Board of Directors may appoint agents of the Corporation possessing authority as broad as is consistent with these Bylaws and applicable laws.

Section 3: Voting of Shares of Other Corporations
Except as the Board of Directors may otherwise designate, the President or Secretary-Treasurer may waive notice of and appoint any person or persons to act as proxy or attorney in fact for this Corporation (with or without power of substitution), at any meeting of shareholders of any other corporation or organization, the securities of which may be held by this Corporation.

Section 4: Proportional Representation
a. **Ethnic Minority Representation**. It shall be the goal of the Association within all state Association governance bodies to attain ethnic minority representation proportionate to statewide membership.