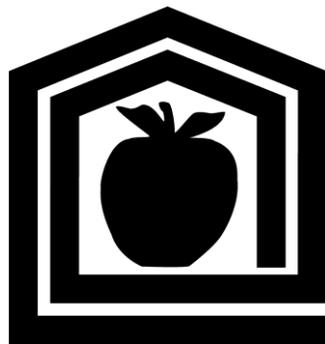


# Memphis-Shelby County Education Association

# Constitution & Bylaws

Approved by  
M-SCEA Representative Assembly  
October 17, 2017



Memphis-Shelby County Education Association  
126 Flicker Street, Memphis, TN 38104

# MEMPHIS-SHELBY COUNTY EDUCATION ASSOCIATION CONSTITUTION & BYLAWS

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# MEMPHIS-SHELBY COUNTY EDUCATION ASSOCIATION CONSTITUTION & BYLAWS

## CONSTITUTION

### Article I: Name and Affiliation

**Section 1.** The name of this association shall be the Memphis-Shelby County Education Association, Incorporated, and may be referred to as the Association or the M-SCEA.

**Section 2.** The principal place of business of this organization shall be 126 Flicker Street, Memphis, Tennessee 38104, or such other place as shall be designated by the Board of Directors from time to time.

### Article II: Purposes

**Section 1.** To work for the welfare of school children, the advancement of public education, and the improvement of instructional opportunities for all.

**Section 2.** To promote within the profession the highest type of professional practices to encourage active participation of all educational employees in the solution of school problems, to urge every member of the profession to be a progressive student of education, and to inspire allegiance to a genuine spirit of professional ethics.

**Section 3.** To unite and strengthen the education profession and to secure and maintain the salaries, retirement, tenure, professional and sick leave, and other working conditions necessary to support education as a profession.

**Section 4.** To develop and promote the adoption of such ethical practices, personnel policies, and standards of preparation and participation that mark a quality education workforce.

**Section 5.** To enable members to speak with a common voice on matters pertaining to educators and to present their individual and common interests before the Board of Education and other legal authorities.

**Section 6.** To develop the abilities and resources of the individual members and to promote their welfare generally.

**Section 7.** To create in the community at large a deeper sense of the dignity of the teaching profession and the importance of the interest they represent.

**Section 8.** To encourage members to exercise their rights and privileges as citizens and to willingly accept leadership in civic affairs.

**Section 9.** To hold property and funds and to employ a staff for the attainment of these purposes.

**Section 10.** To engage in collaborative conferencing on behalf of the Association's members.

## **Article III: Membership**

**Section 1.** Membership in the Association shall consist of the following classifications: active, life, retired, staff, and substitute. Membership shall not be open to any member, director or officer of any other organization that seeks to represent members of the Association regarding their terms and conditions of employment. All questions regarding such matters as classification, eligibility, and privileges of members shall be determined by the Board of Directors.

### **Section 2. Active Membership.**

- a. Active membership in the Association shall be available to any employee of the Shelby County School System, Public Charter Schools in Shelby County, the Achievement School District (ASD) Schools in Shelby County, who is actively engaged in the field of education as a teacher, administrator, supervisory position, teacher assistant, clerk, bookkeeper/secretary, noncertified supervisor, bus driver, and any other noncertified employee as determined by the MOU. Membership in the Memphis-Shelby County Education Association is open to all individuals who qualify for membership regardless of race, color, creed, gender, sexual orientation, marital status, age, disability, economic status, or national origin.
- b. An active member is entitled to all rights and privileges of the Association as set forth in the Bylaws.

**Section 3. Dues of Active Members:** The annual membership dues of the Association shall be set and approved by the M-SCEA Board of Directors and approved by the M-SCEA Representative Assembly (RA).

- a. Membership dues for other education support members will be one-half the dues for certificated personnel.
- b. Active membership shall be continuous until the member leaves the school system, resigns from the association, fails to pay membership dues, or fails to comply with all rules and regulations of the association.
- c. Dues shall continue in effect from year to year. This authorization shall continue in effect unless canceled by the member in writing using the M-SCEA approved form. The form must be obtained, completed, submitted and received at the M-SCEA office at 126 Flicker Street, Memphis, Tennessee 38104.

**Section 4. Dues for Past Presidents.** All past presidents of the Association--the Memphis Education Association and the Memphis-Shelby County Education Association—shall be honored by membership without further payment of local Association dues. This special membership status shall carry the privileges of Article III, Section 2, provided the person is employed in a position eligible for active membership as defined in Article III, Section 2.

**Section 5. Retiring Members.** Active members who retire may affiliate with the Memphis Retired Teachers Association.

**Section 6. Staff.** Staff membership shall be open to any person employed by the Association. Staff members shall be entitled to all rights, privileges, services, and benefits, except the right to vote, hold office, or receive legal assistance relative to employment.

**Section 7. Substitute Members.** Substitute membership is open to an educational employee employed on a day-to-day basis who is eligible for membership in Active or Educational Support category.

**Section 8. Member Discipline.** No member of the Association may be censured, suspended, or expelled without a due process hearing, which shall include an appropriate appellate procedure as set forth in the Bylaws.

**Section 9. Reinstatement.** The Board of Directors, by a majority vote of the Board, may reinstate a member who has been suspended.

**Section 10. Discipline of Members.** According to procedures adopted by the RA, the Board of Directors, upon recommendation of the Rights and Responsibilities (PR&R) Committee, may censure, suspend from membership, or expel any member who shall have violated the Code of Ethics of the Education Profession (see Appendix A) and may cancel the membership of any member convicted in a court learned in the law of a crime involving moral turpitude. The member concerned must, however, have been given due notice of the charge or charges on which such an action is based, an explanation of the factual basis for the charge or charges, and an opportunity to respond before the Board of Directors. Any disciplinary action taken by the Board of Directors may be appealed to the RA. The Board of Directors may reinstate a member who has previously been suspended or expelled from the Association.

#### **Article IV: Officers**

**Section 1.** The elected officers of the Association shall be the president, vice-president, secretary, and treasurer. The elected officers shall be the voting members of the M-SCEA Executive Committee. The Executive Director of M-SCEA shall be a non-voting member of the Executive Committee when invited.

**Section 2. Term of Office.** The officers shall serve for a term of two years. The president, vice-president, secretary, and treasurer may succeed themselves one time.

**Section 3. Membership Requirements.** Officers shall have been members in good standing of the Association for at least three (3) years prior to assuming office and shall maintain their membership in good standing during their terms of service.

**Section 4. Filling of Vacancies.**

- a. A vacancy shall be declared in case of death, resignation, or as otherwise provided in this Constitution and Bylaws.

- b. Should a vacancy occur in the office of president, the vice-president shall assume the office of the president for the remainder of the unexpired term.
- c. Should a vacancy occur in the office of vice-president, the Elections Committee shall hold an election of the membership within thirty days to fill the office of vice-president.
- d. Should the offices of president and vice-president be vacant at the same time, the secretary or, if there is no secretary, the treasurer shall become president pro tempore until an election can be held for these offices. The membership shall elect the offices of president and vice-president within thirty days. These persons elected shall take office the day following the elections and shall serve the unexpired terms.
- e. If the office of secretary or treasurer becomes vacant, the Elections Committee shall hold a special election within thirty days to fill the office for the remainder of the unexpired term.

### **Article V: Board of Directors**

**Section 1.** The Board of Directors shall consist of the elected officers and directors who shall be either classroom teachers or education support professionals. Five (5) directors shall be educators assigned to elementary schools. Two (2) directors shall be educators assigned to middle/junior high schools. Two (2) directors shall be educators assigned to high schools.

- a. One principal/assistant principal/instructional supervisor/consultant shall be elected at-large from persons assigned as principals/assistant principals/instructional supervisors/consultants.
- b. One mental health/support professional member shall be elected at-large from persons assigned as mental health/support professionals.
- c. One educational support personnel member shall be elected at-large from persons assigned as educational support personnel.
- d. To guarantee the one-man one-vote principle, there shall be an annual review to determine the number of teachers each M-SCEA Board of Directors, excluding the officers, represents. The members identified in subsection a. and subsection b. must have members totaling at least a major fraction of those representing teachers. If those members in subsection a. and/or subsection b. do not meet that threshold, the members will vote for the middle school director.

**Section 2.** The Association is striving to move forward into the 21<sup>st</sup> century, and realizes that our differences are what make us stronger and well rounded. We encourage all members to participate in association activities and initiatives, regardless of race, color, creed, age, sex, national origin, religion, or disability. It is the Association's expectation that all elected positions in the Association will reflect this diversity.

The Association shall take legally permissible steps to achieve representation on its Board of Directors that provides a voice in governance of the Association to minority groups and other special interest constituencies within the Association. These groups may consist of ethnic minorities, persons with disabilities, gay and lesbian persons, and persons within job classifications that comprise a substantial but minority portion of the total Association membership.

**Section 3.** The term of service for the members of the Board of Directors shall be two (2) years and the officers for a term of two (2) years. All candidates for the Board of Directors shall have been Active members of the Association for at least three (3) years immediately preceding the election.

**Section 4.** If, during his/her term of office, a member of the Board of Directors should be elected president or vice-president, he/she shall be considered as having resigned from the Board of Directors position, effective on the date the office to which he/she has been elected.

**Section 5.** Any member of the Association who is not a member of the Board of Directors may attend its meeting and may receive permission to speak upon approval of the body. Notwithstanding this provision, the Board of Directors may exclude members from appropriately designated Executive Sessions.

#### **Article VI: Dissolution**

No officer of the Association shall support or assist any efforts to dissolve, secede, or disaffiliate any segment of the Memphis-Shelby County Education Association from the Association as a whole. The Board of Directors may take any and all action provided under this Constitution and Bylaws to safeguard the members' and union's interests in the event of an attempt by any segment of the Association to dissolve, secede or disaffiliate. In the event of secession, dissolution or disaffiliation, all properties, funds and assets both real and personal, of the Memphis-Shelby County Education Association shall remain the sole property of the M-SCEA.

#### **Article VII: Representative Assembly**

**Section 1.** The Representative Assembly shall be the legislative body of the Association. It shall consist of the Board of Directors and representatives elected by the Association membership in the individual schools, in the Central Administrative offices and other locations as determined by the Bylaws. The representatives of the Representative Assembly shall be referred to hereafter as Association Representatives (ARs).

**Section 2.** The election of Association Representatives shall follow the same provisions for representation of ethnic minorities of classroom teachers and administrators as provided under Constitution Article V, Section 2.

**Section 3.** Vacancies in the Association Representative membership of the Representative Assembly shall be filled by secret ballot election by the Association members in the school or office in which vacancies occur. Such elections shall be held within twenty (20) school days of the time in which the vacancy occurs.

**Section 4.** Any member of the Association who is not a member of the RA may attend its meetings and may receive permission to speak upon approval of the body.

### **Article VIII: Amendments**

**Section 1.** The RA may adopt amendments to this Constitution by a two-thirds majority of those present and voting at any regular meeting provided that a quorum is present and that the amendments have been introduced in writing and presented to the RA and the Presidents at least two regular meetings in advance; provided that at least 40 calendar days have elapsed. The President shall notify all active members of the Association at least ten days in advance of the vote.

**Section 2.** Voting on the proposed amendments to this Constitution or to the Bylaws shall be by secret ballot.

**Section 3.** An amendment adopted by the Representative Assembly shall not become effective prior to the date following the adjournment of the Assembly unless the amendment includes a different specified beginning date.

### **Article IX: Effective Date**

This Constitution and Bylaws shall become effective when approved by the Representative Assembly. Upon its becoming effective, all provisions of the Shelby County Education Association and Memphis Education Association's former Constitutions and Bylaws shall be repealed.

## **BYLAWS**

### **Bylaws Article I - Members**

**Section 1. Rights, Privileges, Services, and Benefits.** Active members in good standing shall have full rights and privileges.

- a. Persons employed by prior to January 1 may join at any time during the year. Such persons must pay the total amount of Association dues, whenever they join and shall have full rights and privileges of membership.
- b. Persons employed after January 1 may join for the remainder of the year for a dues amount in proportion to the number of months remaining in the membership year. The Association dues amount will be one-half the annual local dues.

**Section 2. Membership Year.** The membership year shall be from September 1 to August 31.

- a. Members who paid dues for the previous year will be considered as non-delinquent and in continuous membership subject to the rights, privileges, benefits, and services provided by their respective category of membership if prior to November 1 dues are paid or authorized through payroll deduction or EFT.

- b. An individual who was not a member of the Association the previous year shall be considered as an official member from the day membership dues are paid or authorized through payroll deduction or EFT.

### **Section 3. Dues**

#### **a. Active Members.**

1. The dues for active members of this Association, except members who are employed at Shelby County Schools approved Public Charter Schools or Achievement School District (ASD) Schools, shall be set and approved by the M-SCEA Board of Directors and approved by the M-SCEA Representative Assembly. The dues shall be computed annually and rounded to the nearest one-half dollar. Any Shelby-County Schools approved Public Charter School and/or Achievement School District (ASD) members who are covered by an M-SCEA Memorandum of Understand shall pay full active member dues.
2. Active members shall also contribute \$10 per year to the Political Action Committee Members employed at Shelby County Schools Public Charter Schools and Achievement School District (ASD) Schools will not be assessed the PACE or ALSP amount. The \$10 each to PACE shall be in addition to all other dues, assessments and contributions paid to the Association provided that payroll members electing to withdraw from PACE and not make said contribution to either or both organizations, may do so by providing written notice to the Association of their desire to withdraw during the sixty days immediately preceding August 1, of each year. Upon timely receipt of said notice, payroll deductions will be reduced accordingly. Cash members may withdraw membership from PACE by deducting the appropriate amount from their cash payment.
3. Any active member who is granted an official leave by the Board of Education may retain membership status by paying membership dues directly to this Association. Members on leave for more than three months shall not serve on the Board of Directors, as unit representatives, or committee chairpersons.
4. Membership dues for education support members will be one-half the dues for certificated personnel.

**b. Substitute Members.** Dues for substitute members shall be one-fourth the dues for active members. Substitute members may not vote or hold elective or appointive office.

**c. Part-Time Educational Support Personnel.** Dues for part-time educational support personnel shall be one-fourth the active member dues.

**d. Staff Members.** Dues for staff members shall be one-half the dues of the active members. Staff are eligible only for staff membership and may not hold elective or appointive office.

**Section 4. Payment of Dues.** Each member must pay their dues to the Association by commitment to payroll deduction or electronic funds transfer (EFT) unless the member chooses to pay cash as specified in this provision. Those new members who wish to pay cash must pay the full dues amount at the time they join. Current cash members must pay their annual dues within ten (10) days after the fourth regular paycheck. Substitute members must pay the current dues obligation for the year by September 30 of each year. Failure to comply with the payment provision shall result in forfeiture of membership privilege.

**Section 5. Special Meetings.** Special meetings of the entire membership may be called at a designated time and place as follows: (a) by the president; (b) by the majority vote of the Board of Directors; (c) by a majority vote of the RA; or (d) upon submission of signed petitions bearing the signatures of at least 200 active members with no more than twenty-five from any one school. Said petitions shall be submitted to the President. The President shall set the time and place for the meeting and shall call the meeting into session no sooner than ten days or no more than thirty days in the future unless an alternate date and time are specified in the petition. Business to come before special meetings must be stated in the call.

### **Bylaws Article II – Officers**

No person who holds dual membership with a competing organization shall hold an elected office in the M-SCEA.

**Section 1. Duties of the President.** The president shall be the chief elected officer of the Association. The president shall:

- a. Be responsible for the review of policies and priorities of the Association with the Executive Director, the Board of Directors, and RA;
- b. Present recommendations to the Board of Directors and/or RA on policies, programs, or positions of the Association;
- c. Prepare a proposed agenda for meetings of the RA;
- d. Prepare a proposed agenda for meetings of the Board of Directors;
- e. Preside at all meetings of the Board of Directors, the RA, and the general membership;
- f. Call necessary and/or mandated meetings of the Board of Directors, the RA, and the general membership;
- g. Meet on a regular basis, but no less than quarterly, with the executive director to review the status of the program;
- h. Represent the Association to the public either personally or through delegates;
- i. Appoint and remove, with the approval of the Board of Directors, the members and chairpersons of all standing committees, except as otherwise provided herein;

- j. Appoint the members and chairpersons of all ad hoc and special committees, with the approval of the Board of Directors, unless otherwise directed by the governing body creating the committee, except as otherwise provided herein;
- k. Serve as ex officio member of all committees (except the Elections Committee), and with the assistance of the vice-president, coordinate the work of all standing committees;
- l. Authorize the disbursement of funds and sign checks within budgetary limits and policies established by the RA;
- m. Recommend prior to December 1 of each year an auditor, subject to the approval of the RA;
- n. Delegate duties to the officers;
- o. Receive the reports of committees and be responsible for making the reports available to the appropriate bodies;
- p. Sign with the executive director and upon authorization of the RA or Board of Directors, with each acting within its authority, any notes, mortgages, deeds, or other similar legal papers and thereby bind said Association;
- q. Carry out those duties assigned to the president by the Constitution and the Bylaws; and
- r. Perform all other functions/duties customarily attributed to this office.

**Section 2. Duties of the Vice-President.** The vice-president shall:

- a. Preside in the absence of the president;
- b. Assume the duties of the president in the event the president is unable to perform such duties or vacates the office;
- c. Assist the President, at the direction of the President, with the duties of that office;
- d. Work closely with one or more standing committees as the president may suggest and serve as an ex officio member of all committees; and
- e. Carry out those duties assigned to the Vice-President by the Constitution and Bylaws, Representative Assembly, and Board of Directors.

**Section 3. Duties of the Secretary.** The secretary shall:

- a. Be responsible for preparing and filing the records of all meetings of the Board of Directors, the RA, and the general membership;

- b. Be responsible for the distribution of the minutes of such meetings to the president and the executive director;
- c. Be responsible for the distribution of the minutes to the RA members and the members of the Board of Directors;
- d. Maintain a roll of members for the Board of Directors; and
- e. Be responsible for such other duties as may be delegated by the President or stipulated by the governing and procedural documents of the Association, as approved by the RA and/or the general membership.

**Section 4. Duties of the Treasurer.** The treasurer shall:

- a. Recommend policies for the responsible safekeeping and accounting of Association funds;
- b. Keep the president and Board of Directors informed of the financial condition of the Association;
- c. Serve on the budget committee;
- d. Be bonded by the Association;
- e. Present all financial records within his/her custody for annual audits within the month following the closing of the fiscal year and to report the results to the Board of Directors and the RA; and
- f. Perform other duties as stipulated in the governing and procedural documents of the Association, as approved by the RA and/or the general membership.

**Section 5.** Each officer shall have the obligation of instructing his/her successor in the duties of that office and working with him/her as needed during the year following his/her election.

**Bylaws Article III - Board of Directors**

**Section 1. Composition of the Board.** The President shall serve as chairperson of the Board of Directors. If after the annual election process there is a vacant Board of Directors position, the position shall be advertised and filled by the Representative Assembly by any active member at the last Representative Assembly of the year.

**Section 2. Terms of Service.**

- a. The regular term of office for a Director shall be two (2) years. A Director shall serve no more than two consecutive terms in office as a director. In the event a member has

served two consecutive terms as a director, a full year must have elapsed before said individual is eligible for election to this office again.

- b. Board members shall assume office the first day of July following their election and shall hold office until the end of their term
- c. Board members shall relinquish their position, if for any reason they move out of the assignment to which they were elected to represent.

**Section 3. Duties of the Board of Directors.** The Board of Directors shall:

- a. Act on behalf of the Association within the restraints established by the Constitution and Bylaws, RA actions or policies, and established Board of Directors actions or policies. The Board may at any time refer a matter to the entire membership for general consideration, with the Board prescribing the manner of voting;
- b. Approve the appointment and removal of the membership and chairpersons of all committees and set up guides for the work of the committees in line with the general duties of the committees as stated in the Bylaws, except as otherwise provided herein;
- c. Approve a written guide for the work of the executive director, the Board of Directors, and the committees in line with the general duties as stated in the Constitution and Bylaws, and to review that guide each year for possible improvements;
- d. Establish policies for the operation of the Association headquarters;
- e. Set the terms and conditions of the contracts of the professional and supportive staff;
- f. Employ an executive director if such position is authorized by the RA;
- g. May by resolution employ an Ombudsman/Governance Liaison;
- h. Approve the employment of professional and supportive staff, if such positions are authorized by the RA, upon the recommendation of the executive director;
- i. By a two-thirds roll call vote, authorize the spending of money received from dues or contributions;
- j. Present, for approval, a proposed budget to the Representative Assembly by at least March of any year;
- k. Transfer funds from one category to another within the budget;
- l. Direct the affairs of the Association and carry out its policies as determined by the Representative Assembly and this Constitution and Bylaws;

- m. Oversee the financial operation of the Association;
- n. Propose to the RA policies governing the receipts, expenditures, safekeeping, and accounting of the funds of the Association;
- o. Present recommendations to the Representative Assembly on any proposed constitutional amendment, policy, program, or position of the Association;
- p. Develop objectives and programs for the achievement of stated purposes and provide for continuing evaluation and improvement of programs;
- q. Act on behalf of the RA in emergencies, but not in such a way as to modify any action of the RA;
- r. Enter into legal action on behalf of the Association within budgetary limits and RA guidelines in all matters related to teacher rights, defense cases, or in response to legal actions taken against the Association.

**Section 4. Duties of the Directors.** Each director shall:

- a. Attend all regular meetings of the Board of Directors. After three (3) consecutive absences by a Board of Directors member, the president may declare the position vacant;
- b. Represent active membership within a particular Association constituency on the Board of Directors;
- c. Coordinate the action and the efforts of the constituency delegation in the RA;
- d. Submit names and background information from his/her constituents for consideration for appointments;
- e. Assist the Membership Committee with membership enrollments, but not to serve on that committee; and
- f. Serve as recorders and reporters for delegations in the RA.

**Section 5. Meetings and Quorum.**

- a. The Board of Directors shall meet at least ten (10) times a year.
- b. The President may call the Board into session at any time.

- c. Upon written petition by a majority of the Directors, the President shall call the Board into session no sooner than 2 days or not more than 7 days in the future unless an alternate date is acceptable to those petitioning the call.
- d. Each member of the Board shall be notified of the time and place of the meetings.
- e. A majority of the membership of the Board shall constitute a quorum.
- f. A quorum for an emergency meeting of the Board of Directors shall be 60% or more of the Directors. An emergency meeting is defined as any meeting for which less than 24 hours is given.
- g. No Board of Directors meeting shall be recorded either by audio or video.

#### **Bylaws Article IV - Executive Director**

**Section 1. Employment.** The Board of Directors shall employ an executive director who shall be the chief administrative employee of the Association.

**Section 2. Duties.** Under the direction of the Board of Directors, the duties of the executive director shall be:

- a. To implement the actions of the Board of Directors and the RA;
- b. To inform the Board of Directors, RA, and all committees on all matters pertaining to policy and administration;
- c. To coordinate and follow up on all activities of the Association which involve correspondence and communications of the Board of Directors and the RA, unless otherwise provided for by the respective body;
- d. To be responsible for the proper maintenance and operation of a headquarters office for the Association and serve as the custodian of the records of the Association within established policies;
- e. To recommend the professional and support staff to be employed to the Board of Directors;
- f. To draw and cosign checks with either the president or treasurer;
- g. To sign with the president and upon authorization of the RA or Board of Directors, with each acting within its authority, any notes, mortgages, deeds, or other similar papers and thereby bind the said Association; and
- h. To carry out other duties assigned to him/her by the Constitution and Bylaws, RA and Board of Directors.

## **Bylaws Article V - Representative Assembly**

**Section 1.** The RA shall consist of the following persons: elected officers, members of the Board of Directors, and unit or location representatives.

**Section 2.** The officers of the Association shall be officers of the RA.

**Section 3. Duties of the RA.** The RA shall:

- a. Establish standing rules of the RA which shall govern until repealed or modified;
- b. Serve as the policy-making body of the Association;
- c. Develop objectives and programs for the achievement of stated purposes and goals and provide for continuing evaluation and improvement of programs;
- d. Establish policies, positions, and/or directions of the Association;
- e. Consider all proposals of the Board of Directors;
- f. Establish ad hoc and special committees as needed;
- g. Approve the annual budget of the Association for the next year no later than the regular meeting in April;
- h. Approve written policies for the receipts, expenditures, safekeeping, and accounting of all Association funds;
- i. Submit any questions to a referendum of all active Association members when approved by two-thirds of the membership of the RA;
- j. Call for a review of the procedures being utilized by anybody within the Association;
- k. Amend the Constitution and Bylaws of the Association;
- l. Consider matters referred to it by any school through its AR;
- m. Create and/or abolish a political action arm and adopt, modify, and/or abolish bylaws for the operations of such;
- n. Meet Association emergencies by expending reserve funds;
- o. Appoint a parliamentarian and a sergeant-at-arms;
- p. Approve Collaborative Conferencing objectives;

- q. Employ an auditor prior to January 15 of each year; and
- r. Authorize entering into legal action in the name of the Association, when it is the Association initiating the legal action and all other legal matters except as specified under the Board of Director's Authority in these Bylaws.

**Section 4. Elections.**

- a. During the month of May, Association Representatives shall be elected by secret ballot after open nominations by the active members in each Elementary, Middle/Junior, High School, Central Office and other recognized locations. The number of accredited ARs and alternates to which it is entitled is the following ratio: one representative from each educational unit with twenty-five (25) or fewer teaching professionals and one representative for each additional twenty (20) teaching professionals thereafter. Their terms of office shall be two (2) years and representatives shall take their seats in the next RA following the election. In even numbered years, schools with even numbered location codes shall vote and in odd numbered years, schools with odd numbered location codes shall vote. Any Association Representative or alternate may be eligible for re-election. The election shall be held by the current accredited AR, alternate or by the M-SCEA President or his/her designee. The ballots shall not be counted by anyone running for an AR position.
- b. The election of representatives to the Representative Assembly shall follow the same provisions for representation of ethnic minority members and administrative members, as stated in Article V, Section 2 of the Constitution. An Association Representative shall have been a member of the Association in good standing.

**Section 5. Quorum.** A quorum for regular meetings of the RA shall be fifty (50) duly elected and certified Representatives. In all voting in the Representative Assembly, each Association Representative shall be entitled to one (1) vote . Action on all matters coming before the RA, unless otherwise provided in this Constitution and Bylaws, shall require a majority vote of all members present and voting.

**Section 6. Duties.** The Association Representatives shall:

- a. Attend all meetings of the Representative Assembly;
- b. Represent the Association Membership of the educational unit in all Association business;
- c. Call monthly Association meetings of the Association members to discuss Association business and/or disseminate information in his/her units;
- d. Appoint such unit committees as the Association may require;
- e. Encourage Association members to become involved in Association activities;

- f. Encourage Association members to serve on an Association committee;
- g. Conduct valid elections;
- h. Communicate member issues and concerns to the Association;
- i. Approve the Annual Budget of the Association for the next year no later than the regular meeting in April.

**Section 7. Representative Assembly Meetings.** Meetings of the Representative Assembly shall be held on the second (2<sup>nd</sup>) Tuesday of each month August through May. In the event of a conflict, the RA meeting may be rescheduled, and ARs will be notified of such by email and text message. The President may call a special meeting for a specific purpose as needed, or upon the request of a majority of the Board of Directors, or upon the written request of one-fourth of the Representative Assembly.

**Section 8. Governing Rules.** The Representative Assembly shall operate under the provisions of this Association.

## **Bylaws Article VI - Elections**

### **Section 1. Nominations.**

- a. The active members of the Association in each unit during the month of February may nominate candidates for President, Vice-President, Secretary, Treasurer, and Directors. All nominations shall be delivered in writing to the chairperson of the Elections Committee and each person shall receive a receipt of delivery.
- b. The Elections Committee shall report all nominations to the RA at the March meeting. Members of the RA may nominate other candidates from the floor.
- c. The Elections Committee shall publish for each member a brief statement by each candidate. The Elections Committee shall be responsible for the preparation and distribution of the ballots. It shall provide to the AR for each school (or unit) a list of eligible voters and the exact number of paper ballots required.

**Section 2. Balloting.** During the first complete week in April, Monday through Friday shall be set aside for balloting. Active members shall vote for officers and appropriate Board of Directors members by secret ballot in accordance with procedures developed by the Elections Committee and approved by the RA. Members may vote at school or with an absentee ballot. Elections shall be held during these days at the discretion of the AR or designee. Only Association members in good standing shall be allowed to vote. Members shall sign the election roster to receive a ballot. All used and unused ballots and member rosters shall be returned to the chairperson of the Elections Committee at the Association Building. Votes shall be counted in the full view of any member who wishes to be present. The Elections Committee Chairperson shall notify the President or his/her designee of the election results. Except for offices of President and Vice-President, the member with the most votes will be considered the winner of

the election. An immediate report shall be given to the members present by the President or his/her designee. The election results shall be printed and sent to the membership within ten (10) days.

If no presidential or vice-presidential candidate receives the majority of the votes cast, a runoff election shall be held between the two candidates who have received the largest number of votes. The Elections Committee shall submit detailed procedures of the total elections process to the Board of Directors and the RA for approval by the RA and shall cause the approved procedures to be printed and distributed to the membership at least two weeks in advance of the election. The Elections Committee shall report the results to the President who shall cause them to be announced immediately.

**Section 3. Special Elections.** Special elections shall be called by the RA, and procedures for such elections shall be approved and included in each proposal for an election.

### **Bylaws Article VII - Committees**

**Section 1. Structure.** There shall be standing committees as listed in Section 3 of this Bylaws Article, carrying the specific functions outlined below. They shall have eight members, in addition to a Board of Directors liaison and a chairperson. Appointments shall be made by the President and approved by the Board of Directors. Chairpersons shall be appointed annually. Board of Directors liaisons shall be appointed annually. Committee members, liaisons and chairs may be reappointed. All committees shall reflect the composition of the total membership with at least proportional representation for ethnic minorities, administrators and ESPs. The 10 persons named above shall constitute the voting members of the committee. Additional members may be added by the same process, who shall be non-voting.

**Section 2. Standing Committees.** Standing Committees with their duties shall be:

No person who has dual membership with a competing organization shall chair a standing committee within M-SCEA.

**a. Membership.** The Membership Committee shall conduct the annual membership campaign and shall develop and encourage understanding of the need for a strong United Education Profession (UEP). No person who has dual membership with a competing organization shall chair a standing committee within the M-SCEA.

**b. Collaborative Conferencing**

(1) **Functions.** The Collaborative Conferencing Committee shall:

(a) Be the official representative of the Association in Collaborative Conferencing with Shelby County Schools;

(b) Seek input from all members of the unit including special interest groups;

- (c) Coordinate all Association Collaborative Conferencing activities with Shelby County Schools;
- (d) Keep members informed regarding Collaborative Conferencing process and problems;
- (e) Be the Collaborative Conferencing team;
- (f) Determine strategies and tactics for Collaborative Conferencing;
- (g) Determine Collaborative Conferencing priorities;
- (h) Train team members; and
- (i) Develop membership support for the Collaborative Conferencing process.

(2) **Term of Office.** Once Collaborative Conferencing begins, the team shall remain in place until Collaborative Conferencing is concluded and the Memorandum of Understanding ratified.

**c. Finance**

- (1) The Finance Committee shall develop a sound financial program for the organization.
- (2) The president shall be a voting member of this committee.
- (3) The vice-president shall be a voting member of this committee.
- (4) The treasurer shall be the chairperson of this committee.
- (5) The executive director shall be a consultant to the committee.
- (6) This committee shall submit a detailed proposed budget to the Board of Directors for consideration prior to submitting it to the RA.
- (7) The proposed budget will be presented to the RA in March to be voted on in April.

**d. Constitution and Bylaws.** The Constitution and Bylaws Committee shall promote and maintain an awareness of and stress adherence to the Constitution and Bylaws and shall be responsible for proposing, explaining and promoting any necessary amendments to make the document more workable in the local situation and shall receive amendments from the membership.

**e. Elections.** The Elections Committee shall:

- (1) Manage the conduct of all special elections and the annual general election which shall be held each April;
- (2) Provide for voting by secret ballot;
- (3) Develop election procedures and present the procedures for approval by the M-SCEA Board of Directors and the Representative Assembly;
- (4) Set filing dates for candidates and sanction the qualifications of each;
- (5) Provide procedures and date of the annual election at least sixty (60) days prior to the date set for said election;
- (6) Provide necessary information on election procedures, the positions to be voted on, and the qualifications necessary to run for an elected office;
- (7) Publish the procedures prior to special elections;
- (8) Provide paper ballots for all elections or provide for electronic voting; and
- (9) Carry out such other duties related to elections as may be assigned to it by the RA.

**f. Professional Rights and Responsibilities.** The Professional Rights and Responsibilities Committee shall review all grievances submitted by staff for arbitration. After review the committee shall make a recommendation to the M-SCEA Board of Directors if the grievance should be taken to arbitration.

**Section 3. Other Committees.** If there is a need, the Representative Assembly and/or the Board of Directors may create committees in the following areas:

Human Relations  
 Instruction & Professional Development  
 National Teacher Day  
 Men of Education  
 Minority Affairs  
 National Teacher Day  
 Public Relations  
 Reading Leads to Freedom

The structure of other committees will be the same as outlined in Article VII Section 1. All appointed bodies of the Association shall be designated as committees.

**Section 4. Establishment and Discontinuance.** The Representative Assembly or the Board of Directors may establish committees and the body creating a committee may discontinue it. Committee members shall be selected in accordance with the plan provided by the body that creates the committees.

**Section 5. Responsibilities.** All committees shall be accountable to the Board of Directors between sessions of the Representative Assembly. Each committee shall function as charged by the body creating it.

### **Bylaws Article VIII - Initiative, Referendum, and Recall**

**Section 1. Initiative.** A membership vote shall be conducted by the President if demanded by petitions signed by twenty-five percent (25%) of the current membership with no more than twenty-five (25) names from any unit being counted toward the required total. The President shall cause to be published such proposal in an official publication of the Association and shall submit it to a vote by secret ballot of the membership within sixty (60) days after presentation of the petition. The Association, its administrative officers and the staff shall then abide by the decision of the majority of the members voting.

**Section 2. Referendum.** By two-thirds vote, the RA may submit any question to a referendum of Association members. It shall be the duty of the President to cause the referendum to be conducted. The President shall cause to be published such proposal in an official publication of the Association and shall submit it to a vote by secret ballot of the membership within sixty (60) days after presentation of the petition. The Association, its administrative officers, and the staff shall then abide by the decision of the majority of the members voting.

### **Section 3. Removal from Office.**

#### **a. Officer(s).**

- (1) Removal of president, vice-president, secretary and/or treasurer may be initiated by a petition signed by at least ten percent (10%) of the membership.
- (2) The petition(s) must include the name(s) of the officer(s) against whom the action is being initiated and must indicate that a vote of confidence be conducted by the RA. The petition(s) shall be presented to the Association's existing Elections Committee Chairperson with a copy to the Association's chief administrative officer.
- (3) Any officer against whom a removal from office petition is filed shall automatically be barred from using any Association asset to his or her defense; however, reasonable copy service may be provided to supply individual copies of necessary Association papers and documents as determined by the Association's chief administrative officer. The officer(s) shall otherwise be permitted to continue in office until the completion of the removal process subject only to the limitations contained herein.
- (4) The Elections Chairperson within three (3) working days of the receipt of the petition(s) shall validate the signatures contained in the petitions(s); and if a sufficient number of member signatures are affixed, the Chairperson shall notify all Association Representatives of a Special RA called for the purpose of conducting a vote of confidence for the referenced officer(s). The special RA shall be held within ten (10) working days of receipt of the petition(s) by the Elections Committee and shall be chaired by the Elections Committee Chairperson. The RA members present shall

constitute a quorum for this meeting. If forty percent (40%) or more of those present and voting sustain the officer(s), the matter shall have been decided. If more than sixty percent (60%) of those present and voting do not vote to sustain the officer(s) in a vote of confidence which shall be announced at the meeting, the Elections Committee shall conduct an election among the membership within fifteen (15) working days from the special RA meeting.

- (5) In order to have the name(s) of the referenced officer(s) on the ballot, he/she must submit this request in writing to the Elections Committee. This ballot shall also contain the name(s) of others seeking the office(s) who shall meet all other requirements for the office, including submission of petition(s) for nomination to the Elections Committee within five (5) working days following the vote of confidence. The petition(s) must contain the signatures of at least fifty (50) members.
- (6) The Elections Committee shall prepare a ballot, shall establish secure polling places and procedures, and shall conduct the election. If no candidate receives a majority of those voting, the Elections Committee shall conduct a run-off election between the top two candidates.

**b. Director Members of the Board of Directors.**

- (1) The provisions of a (1) above shall apply except the petition(s) shall contain the signatures of ten percent (10%) of the members in the assignment represented and shall contain the signatures from ten percent (10%) of the schools in the assignment.
- (2) The provisions of a.(2) and a.(3) above shall apply.
- (3) Upon receipt and validation of the petition(s) by the Elections Committee Chairperson, a special meeting of the assignment referenced shall be called by the Elections Committee Chairperson within ten (10) working days of the receipt of the petition(s). A vote of confidence shall be held at the meeting which shall be chaired by the Elections Committee Chairperson. The members present shall constitute a quorum. If a majority of those present and voting sustain the Director(s), the matter shall have been decided. If a majority of those present and voting do not vote to sustain the Director(s) in a vote of confidence, the Elections Committee shall conduct an election among the membership of the assignment within fifteen (15) working days from the vote of no confidence.
- (4) The provisions of a.(5) and a.(6) above shall apply provided that the signatures of twenty-five (25) members are on the petition(s) of nomination.

- c. **Association Representatives.** It is understood that Association Representatives serve at the pleasure of the faculties they represent. They may be recalled at any time by a sixty percent (60%) vote of the members within the faculties they represent.

- d. **Term of Office.** Any officer or Director member elected to fill a position under this provision of the bylaws shall fill the position for the remainder of the term to which his predecessor was elected only, provided that he/she is eligible for reelection as otherwise provided in these bylaws.

### **Bylaws Article IX - Authority**

Robert's Rules of Order, latest revised edition, shall be the authority on all questions of procedure not specifically stated in the Constitution and Bylaws.

### **Bylaws Article X - Amendments**

Any portion of the Bylaws may be amended at the Representative Assembly by a majority vote of the ARs present and voting. A quorum must be present. Voting on proposed amendments to the Bylaws shall be by secret ballot. The amendment(s) shall have been submitted in writing to the president of the Association and printed in a publication going to all active members of the Association, at least ten (10) days in advance of the vote. The proposed amendment shall have been introduced at the preceding regular RA meeting. Before the vote, at least twenty (20) calendar days shall have elapsed since the proposed amendment was introduced.

### **Bylaws Article XI - Effective Date**

These Bylaws shall become effective at the adjournment of the meeting where it is voted on and upon their becoming effective all provisions of the former Constitution and Bylaws shall be repealed.

### **Bylaws Article XII – Memphis-Shelby County Political Action Committee for Education**

**Section 1. Function.** The Memphis-Shelby County Political Action Committee for Education (M-SC PACE) shall have broad concerns for local, state, and national legislation affecting educators, public schools, and the Association, and shall coordinate Association efforts in this regard. It shall be responsible for (1) encouraging members to exercise their civic and political rights, (2) studying needed legislation, (3) studying pending legislation, (4) recommending to the Board of Directors the Association positions on pending or needed legislation and candidates for appropriate public office, (5) promoting educator activity in support of Association legislative positions and recommended candidates, and (6) keeping members informed on legislative matters.

**Section 2. Composition.** M-SC PACE shall consist of those members who make the minimum contribution for political action.

**Section 3. M-SC PACE Bylaws.** The PACE Council shall consist of members elected according to M-SC PACE Bylaws. The PACE Council shall function according to M-SC PACE Bylaws. The bylaws shall be determined by the Representative Assembly.

### **Bylaws Article XIII - Definitions**

As used in the M-SCEA Constitution and Bylaws, the following terms shall be defined to be interpreted as follows:

- a. **Educational Support Personnel:** Educational Support personnel shall be employees of the school district who are devoted primarily to educational work and who are not classified as professional employees as defined in TCA 49-5-601 to 49-5-613. Generally, they include but are not limited to central office secretaries, building secretaries, custodians, clerks and teacher assistants.
- b. **Ethnic minority:** Ethnic minority shall mean those persons designated as ethnic minority by statistics published by the United States Bureau of the Census. This designation shall specifically include Black, American Indian/Alaska Native, Hispanic, and Asian and Pacific Islander.
- c. **Ex officio:** Ex officio shall mean by virtue of office. This designation shall carry with it the right to vote except as otherwise provided.
- d. **Instructional Supervisor/Consultant and Principal/Assistant Principal:** Shall mean any person who has continuing authority to hire, transfer, discipline, dismiss, or otherwise direct employees or to effectively recommend any of the aforesaid actions.
- e. **Secret ballot:** Secret ballot shall mean a procedure for voting on slips of paper (or via a voting machine or electronically) on which the voter may mark the vote in secrecy.
- f. **One-person one-vote principle:** The principle shall mean a voting procedure by which the vote of each member of the constituency has equal weight.
- g. **Assignments:** The Board of Directors positions that are in Elementary, Junior/Middle and High schools shall be referred to as assignments.

## APPENDIX A

### Tennessee Teacher Code of Ethics

(Adapted from Tennessee Code Annotated 49-5-1001, -1002, -1003, -1004)

The educator, believing in the worth and dignity of each human being, recognizes the supreme importance of the pursuit of truth, devotion to excellence, and the nurture of democratic principles. Essential to these goals is the protection of freedom to learn and to teach and the guarantee of equal educational opportunity for all. An educator accepts the responsibility to adhere to the highest ethical standards; and

The educator recognizes the magnitude of the responsibility inherent in the teaching process. The desire for the respect and confidence of one's colleagues, of students, of parents and of the members of the community provides the incentive to attain and maintain the highest possible degree of ethical conduct.

#### The Educator's Obligations to Students

The educator shall strive to help each student realize the student's potential as a worthy and effective member of society. An educator therefore works to stimulate the spirit of inquiry, the acquisition of knowledge and understanding, and the thoughtful formulation of worthy goals. In fulfillment of this obligation to the student, an educator shall:

Not unreasonably restrain the student from independent action in the pursuit of learning;

Not unreasonably deny the student access to varying points of view;

Not deliberately suppress or distort subject matter relevant to the student's progress;

Make reasonable effort to protect the student from conditions harmful to learning or to health and safety;

Not intentionally expose the student to embarrassment or disparagement;

Not on the basis of race, color, creed, sex, national origin, marital status, political or 2 religious beliefs, family, social or cultural background or sexual orientation unfairly:

Exclude any student from participation in any program;

Deny benefits to any student; or

Grant any advantage to any student;

Not use professional relationships with students for private advantage; and

Not disclose information about students obtained in the course of professional service, unless disclosure serves a compelling professional purpose or is required by law.

## **The Educator's Obligations to the Education Profession**

The education profession is vested by the public with a trust and responsibility requiring the highest ideals of professional service. In the belief that the quality of the services of the education profession directly influences the nation and its citizens, the educator shall exert every effort to raise professional standards, to promote a climate that encourages the exercise of professional judgment, to achieve conditions which attract persons worthy of the trust to careers in education, and to assist in preventing the practice of the profession by unqualified persons. In fulfillment of this obligation to the profession, an educator shall not:

Deliberately make a false statement or fail to disclose a material fact related to competency and qualifications in an application for a professional position;

Misrepresent the educator's professional qualifications;

Assist entry into the profession of a person known to be unqualified in respect to character, education, or other relevant attribute;

Knowingly make a false statement concerning the qualifications of a candidate for a professional position;

Assist a non-educator in the unauthorized practice of teaching;

Disclose information about colleagues obtained in the course of professional service unless the disclosure serves a compelling professional purpose or is required by law;

Knowingly make false or malicious statements about a colleague; and

Accept any gratuity, gift, or favor that might impair or appear to influence professional decisions or actions.

## APPENDIX B

<b><u>REVISION DATE</u></b>	<b><u>DESCRIPTION/ARTICLES</u></b>	<b><u>PAGE(S)</u></b>
October 17, 2017	Bylaws Article II – Officers & dual membership	8
	Bylaws Article III – Recorded board meetings	13
	Bylaws Article VII – Committees & dual membership	17