

Bylaws of the Texas Public Employees Association

Updated 06/04, 07/11, 07/12, 07/15, 06/17, 06/18, 6/20, 6/21, and 6/24 with approved changes.

ARTICLE I - PURPOSE

The Texas Public Employees Association (“TPEA” or “Association”) is an advocacy organization that promotes the best interests of current, past, and future employees of Texas State government. TPEA’s advocacy efforts will foster efficiency in Texas State government by promoting, developing and maintaining a responsive, well-trained, and professional workforce of public servants. It seeks this objective through active and committed civic involvement of its members.

TPEA’s philosophy recognizes the talents and capabilities of all active and retired State employees. It advances a philosophy for committed participation and involvement by all levels of labor and management in furthering its goals and objectives. TPEA embraces this philosophy as fundamental to its members and adheres to these principles for the welfare and betterment of its members, the institutions of State government, and the people of Texas they serve.

ARTICLE II - MEMBERSHIP

SECTION 1. Classification of Members.

Membership in the Association shall consist of three classes: active, associate, and honorary.

SECTION 2. Active Member.

(a) Active members of the Association shall consist of active employees of the State of Texas and retired employees of the State of Texas exclusively. Candidates who meet these criteria, apply for membership, and remain members in good standing are eligible to be active members of this Association. A member is in good standing if the Association dues are current.

(b) Active membership in the Association shall terminate for the following reasons:

- (1) Death;
- (2) Resignation from the Association;
- (3) Failure to be a member in good standing;
- (4) Actions deemed contrary to the principles or purposes of the Association, such termination to be effective upon a two-thirds (2/3) vote of the Board of Directors.

(c) Prior to termination under Section 2(b)(4) of this Article, notice of intention to terminate the membership shall be given by the Board of Directors to such member by registered mail ten (10) days prior to the date of termination. A member, upon request, shall be allowed to show cause why membership should not be terminated.

(d) A membership terminated under Section 2(b)(4) of this Article may be reinstated by a two-thirds (2/3) vote of the Board of Directors.

SECTION 3. Associate Member.

An associate member is a person who is not eligible for active membership but who supports and adheres to the purposes and objectives of the Association. Corporate members may apply and be eligible for associate membership. The Spouse of an associate member is also eligible for associate membership. An associate member has no voting rights. The Board of Directors may terminate associate membership upon two-thirds (2/3) vote of the Board of Directors.

SECTION 4. Honorary Member.

The Board of Directors may confer honorary membership upon an individual and determine the benefits provided for such honorary membership. An honorary member has no voting rights.

ARTICLE III - CHAPTERS

SECTION 1. Formation.

Ten (10) or more members of the Association in any locality may form a Chapter of the Association upon approval of the Board of Directors. The bylaws of such Chapter and all subsequent amendments to such bylaws must be consistent with the Association's Charter and Bylaws.

SECTION 2. Inactivity.

A Chapter may be considered inactive when:

- (1) Membership is less than ten (10) active members.
- (2) A list of current officers is not filed with the Association.
- (3) The current financial report is not filed with the Association.
- (4) The Chapter fails to take part in the Annual Meeting.

A two-thirds (2/3) vote of the Board of Directors is necessary to establish a Chapter as inactive.

SECTION 3. Consolidation.

An inactive Chapter may be consolidated with another Chapter. The consolidation may

be made by the Board of Directors by two-thirds (2/3) vote of the Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1. Directors.

Active Members of the Association who are in good standing and elected as specified in this Article shall constitute the Association's Board of Directors.

(a) Directors shall serve without compensation, except for reimbursement of expenses incurred that are authorized by the Board of Directors.

(b) No Director shall be eligible to be an employee of or perform services under a contract for the Association if the Director receives compensation (other than reimbursement of actual expenses) from the Association.

SECTION 2. Duties.

Directors shall attend and participate in Association Board of Directors meetings and any special called meetings; disseminate information to the general membership; and support and adhere to the Association bylaws, policies, and procedures. Directors will promote the Association at all times.

SECTION 3. Voting Rights and Authority.

The Board of Directors shall consist of at least six (6) Directors and no more than nine (9) Directors, the exact number to be determined by the Board of Directors.

(a) In all matters the Board of Directors considers, each Director shall have one vote.

(b) The Board of Directors shall be the governing body of the Association, except as otherwise provided in these Bylaws, and it shall be responsible for general supervision of the Association's activities and affairs in accordance with these Bylaws and policies adopted by the membership in regular and special meetings of the Association. The Board of Directors shall have the responsibility and authority to direct the transaction of all business and to supervise the administration of all affairs of the Association. The Executive Committee shall have all administrative powers of the Board of Directors in the governance of the Association in the periods between Board meetings.

(c) The Board of Directors shall hold four (4) regular meetings each year at the time and place they may determine. Special meetings of the Directors may be called by the President or by a majority vote of the Executive Committee upon seven (7) days' notice to all Directors stating the purpose of the meeting, or such special meetings may be held at any time upon written request of a majority of the Directors after seven (7) days' notice to all members.

(d) The Board of Directors may conduct regular or special meetings by conference call using conference telephone or video conferencing technology as long as the communications system permits each person participating in the meeting to communicate

with all other persons communicating in the meeting. The conference call meeting should be recorded or minutes taken. When the President or Executive Director deems it inexpedient to call a special meeting, it may submit such matter to the Board of Directors by electronic mail for a vote. Action taken by conference call or electronic mail shall constitute a valid action of the Board of Directors.

(e) A majority of the Board of Directors shall constitute a quorum.

SECTION 4. Terms.

Directors shall have a term of office, shall have qualifications, and shall be elected as provided in the Bylaws.

(a) Directors shall be elected at-large for a term of three (3) fiscal years. A Director shall serve no more than two (2) elected consecutive terms, whatever the duration of said terms.

(b) The terms of office of Directors shall be staggered so that the terms of approximately one-third (1/3) of the Board will expire each year.

(c) Each Director shall have an opportunity to serve the full term of office to which the Director was elected unless otherwise recalled or terminated.

(d) No more than one-third (1/3) of the Directors may be elected for a regular three-year term at an annual meeting. Election of Directors for unexpired terms will comply with Article IV, Section 7 of the Bylaws.

SECTION 5. Elections.

Active members of the Association shall elect Directors at the annual meeting.

(a) Each Director shall be elected using the procedures provided in these Bylaws. The Board of Directors may augment, define, and clarify such procedures as deemed necessary, so long as any such augmentation, definition, or clarification is adopted at a duly called meeting of the Board for which proper notice was given to all Directors and which occurred more than fifteen (15) days prior to any election for the position of Director.

(b) Nominating Committee. Nominations for a Director position shall be recommended to the Board by the Nominating Committee. The Nominating Committee shall solicit recommendations for Director nominations from the membership of the Association. The Nominating Committee shall endeavor to provide numerous qualified candidates for each elected position to allow for a contested election. However, if the number of candidates does not result in a contested election, the Board of Directors may certify the unopposed candidate as elected to the position without holding an active member vote. The Nominating Committee shall submit its nominations to the Board not less than thirty (30) days prior to the annual meeting. After the nomination period ends, the Secretary of the Association shall determine whether each nominee is eligible to be a candidate and serve as a Director and certify the same to the President of the Association.

(c) No more than one-third (1/3) of the Directors may be employees of the same state

agency. No more than one-third (1/3) of the Directors may be a retiree of a state agency. A nominee's or Board member's agency and retirement status shall be determined at the time of the election.

(d) The Board of Directors shall determine and promulgate Election procedures. The election process and such adopted procedures shall at least provide that:

(i) All active Association members whose dues are currently paid shall be eligible to vote in an election;

(ii) every active Association member must have a fair and reasonable opportunity to cast their respective ballot in an election;

(iii) if voting is by electronic means, some non-electronic alternative method shall also be provided; and

(iv) for an election to fill one position on the board, the winner of the election must have a majority of the votes cast;

(v) for an election of more than one Board member, a plurality of the votes cast shall be sufficient to elect a member to the board. The two or more candidates in such an election with the highest vote totals shall be declared the winners.

(e) If a Director cannot complete the term of office for which the Director was elected or fails to comply with this Article during their term of office, the Director shall give notice to the President of the Association. The President shall immediately notify all other Directors, and the Board of Directors shall fill the vacant office under the rules defined in these bylaws.

SECTION 6. Removal.

A Director can be removed from office by motion of a Director for removal submitted to the Board of Directors. The Executive Committee can also institute the removal process. Once instituted, the following procedures shall be followed:

(a) a motion for removal shall be submitted to the Board of Directors, and it must state in detail the reason(s) removal is sought;

(b) a copy of the motion shall be furnished to the Director and the Board of Directors;

(c) the affected Director may submit written comments to the Board of Directors concerning such motion;

(d) The Board shall decide whether or not to remove the Director at a meeting for which written notice has been given to all Directors, including the affected Director, at least fifteen (15) days prior to the meeting;

(e) a motion to remove shall only be effective, and the Director removed from office if two-thirds (2/3) of the current membership of the Board of Directors vote in favor of the motion.

The Board of Directors may fill the vacancy as provided by these Bylaws.

SECTION 7. Vacancy.

(a) When a Director position is vacant, the Board of Directors may appoint a qualified replacement by majority vote at its next regularly scheduled meeting. A “qualified” candidate(s) would be identified by the President and submitted to the Board. If the remaining term is equal to six (6) months or less, the position may remain vacant until the next regularly scheduled election.

(b) When a Director position is vacant and has been held by an Officer on the Board of Directors, replacement of the Director shall be accomplished according to this Article. To fill the vacant Officer position, the Board of Directors, at its next regularly scheduled meeting, may elect a duly qualified replacement from the remaining Directors on the Board.

ARTICLE V - EXECUTIVE DIRECTOR

(a) The Executive Director shall be employed by and directly responsible to the Board of Directors. It shall be the Executive Director’s duty to staff, manage, and establish the compensation of the Association’s staff and contractors in line with the adopted budget of the Association, manage all operations of the Association, transact the Association’s business, and to administer all affairs of the Association, in which matters he or she shall be accountable to the Board of Directors. The Executive Director shall devote their time to the discharge of the duties and responsibilities to this Association.

(b) The Board of Directors shall determine the salary of the Executive Director.

(c) If it becomes necessary to replace the Executive Director, the Executive Committee shall recommend a successor for approval by the Board of Directors.

ARTICLE VI - OFFICERS

SECTION 1. Officers.

The officers of the Association shall be the President, Vice President, Secretary, and Treasurer. Any two (2) or more offices may be held by the same person, except that the President and Secretary shall not be the same person.

SECTION 2. President.

The President of the Association shall preside at all meetings of Directors, Officers, and the annual meeting. The President may call special meetings upon demand of the majority of the Directors or members. The President, with the approval of the Board of Directors, may appoint committees to carry out the purposes of the Association. The President shall perform all other duties that usually pertain to the office or as delegated by the Board of Directors or the Executive Committee.

SECTION 3. Vice President.

The Vice-President shall attend all meetings stated in Section 2 and preside in the

President's absence. In the event the President can no longer fulfill the duties, the Vice President will assume the office of President. The Vice President will assume the duties and responsibilities of the office of President at the beginning of the next fiscal year.

SECTION 4. Secretary.

The Secretary shall keep the records of the Association and minutes of all meetings of the Board of Directors, Executive Committee, and membership. The secretary shall have custody of the association's seal. The Secretary shall perform all other duties that usually pertain to the office or are delegated by the Board of Directors or Executive Committee.

SECTION 5. Treasurer.

The Treasurer shall be responsible for all the monies and securities of the Association. The Treasurer shall keep regular books in the office of the Association, and all funds of the Association shall be deposited in such depositories as selected by the Executive Committee. In addition, the Treasurer shall perform all duties usually pertaining to that office or delegated by the Board of Directors or Executive Committee. The Treasurer, other officers, and employees who handle Association funds shall be under bond.

SECTION 6. Election.

The Board of Directors shall, by majority vote, elect three (3) officers of the Association. The three (3) officers to be elected are the Vice President, Secretary, and Treasurer, each for a term of one year. The Vice President automatically assumes the President's position on the first day of the fiscal year following completion of their year of service as Vice President. If the Vice President does not assume the President's position, the Board of Directors shall elect the President by majority vote.

SECTION 7. Installation.

Newly elected officers shall assume their respective offices on the first (1st) day of the next fiscal year.

SECTION 8. Removal and Vacancy.

(a) The Board of Directors can remove an officer from office. Such removal shall be considered upon written motion by any three Directors filed with the President. If the President is the subject of the motion, it may be filed instead with the Vice President. The entire Board shall consider the motion at a regular or special meeting within thirty (30) days of the date of filing. Written notice of the meeting, accompanied by a copy of the motion, shall be given to each Director not less than ten (10) days before the meeting is to be held.

(b) The officer who is the subject of the motion shall be given an opportunity to speak to the merits. To consider the motion, at least a quorum of the Board must be present. However, two-thirds (2/3) of the membership of the Board of Directors must approve the motion for removal to be affected. Upon being so adopted, the officer shall be removed from office immediately.

(c) In the event any officer position (except that of President) becomes vacant, the Board of Directors may fill the office under the election rules defined in Article VI, Section 6.

SECTION 9. Eligibility.

(a) Candidates for the offices of Vice President, Secretary, and Treasurer must be Directors eligible to serve in the next fiscal year. A Director whose term ends in the fiscal year shall not be eligible for election to office.

ARTICLE VII - EXECUTIVE COMMITTEE

SECTION 1. Membership.

The Executive Committee shall consist of the elected Officers of the Association.

SECTION 2. Meetings.

The Executive Committee shall hold meetings at such a time and place as they may determine. The President may call special meetings upon one (1) days' notice to all members stating the purpose, or such special meetings may be called at any time upon the written request of a majority of the members of the Executive Committee. A majority of the Executive Committee shall constitute a quorum.

SECTION 3. Authority.

The Executive Committee shall have the authority and responsibility to execute the affairs of the Association in accordance with the Bylaws, policies, and specific instructions of the Board of Directors. It shall be the duty of the Executive Committee to report to the Board of Directors at each regular meeting, activities of the Executive Committee.

SECTION 4. Finances.

The Executive Committee shall have authority for the expenditures of all monies of the Association and shall be accountable to the Board of Directors for these expenditures. The Executive Committee will present recommended budgets for the operation of the Association for approval by the Board of Directors.

SECTION 5. Conference Calls and Electronic Mail.

The Executive Committee may conduct regular or special meetings by conference call using conference telephone or video conferencing technology as long as the communications system permits each person participating in the meeting to communicate with all other persons communicating in the meeting. The conference call meeting should be recorded or minutes taken. When the President or Executive Director deems it inexpedient to call a special meeting, such matters may be submitted to the Executive Committee by electronic mail for a vote to be taken. Action taken by conference call or electronic mail shall constitute a valid action of the Executive Committee.

ARTICLE VIII - COMMITTEES

SECTION 1. Legislative.

- (a) The President will appoint a chairperson and no less than two (2) other active members to comprise the Legislative Committee, which shall be a Standing Committee.
- (b) The Legislative Committee's purpose is to recommend legislative initiatives for the Association and establish policy on legislation consistent with the Association's goals and purposes.

SECTION 2. Bylaws.

- (a) The President will appoint a chairperson and no less than two (2) other active members to comprise the Bylaws Committee, which shall be a Standing Committee.
- (b) The Bylaws Committee's purpose is to originate and receive proposals for amending or revising the Association's Bylaws. The Bylaws Committee shall also review and approve new or revised bylaws for Chapters to ensure they are in compliance with the Association's Bylaws.
- (c) The Committee shall also prepare for presentation of such bylaws any amendments or revisions to the Membership as provided in Article XVI.

SECTION 3. Nominating.

- (a) The President will appoint a chairperson and no less than two (2) other active members to comprise the Nominating Committee, which shall be a Standing Committee.
- (b) The purpose of the Nominating Committee is to submit nominations to the President and Board of Directors for all Board of Directors positions for the ensuing year according to the procedures set forth in these bylaws.
- (c) The Nominating Committee shall solicit recommendations for Director nominations from the membership according to these Bylaws. It shall submit its nominations for Directors to the President and Board of Directors no less than thirty (30) days before the annual meeting. The committee shall seek to make nominations that reflect the diversity of its membership, including geographic diversity and diversity among the state agencies.

SECTION 4. Director Participation and Reports.

Directors are expected to serve on and participate in Standing Committee meetings. All Standing Committees and Special Committees shall report their activities to the Board of Directors and the members at the annual meeting.

SECTION 5. Other Committees.

The President, Board of Directors, or Executive Committee may appoint Special or Ad Hoc Committees. The President shall appoint all committee chairs and committee members except as otherwise provided in these Bylaws.

SECTION 6. Committee Actions.

All committee minutes and recommendations for action are subject to the review and approval of the Board of Directors. The Board of Directors may request further study before any action is presented to the Board of Directors for consideration.

ARTICLE IX - LIABILITY LIMITATION INDEMNIFICATION OF OFFICERS, DIRECTORS, AND EMPLOYEES

SECTION 1. Liability Limitation.

A Director is not liable to the Association or its members for monetary damages for an act or omission in his or her capacity as a Director, except for a breach of the Director's duty of loyalty to the Association or its members; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which the Directors received an improper benefit whether or not the benefit resulted from an action taken within the scope of the Director's office; or an act or omission for which liability of the Director is expressly provided by statute.

SECTION 2. Indemnification.

The Association shall indemnify every Officer, Director, and employee of the Association against all expenses and liabilities, including counsel fees reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved because of being or having been in such position, or any settlement whether the person is in such position at the time such expenses are incurred. Such indemnification shall apply except in such cases where the Officer, Director, or employee commits a breach of duty of loyalty to the Association or its members; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which is received an improper benefit, whether or not the benefits resulted from an action taken within the scope of their office or position; an act or omission for which liability is expressly provided for by statute; or an act related to an unlawful payment of a dividend; or is finally adjudged liable, by due legal process, of willful misfeasance or malfeasance in the performance of duties. The right of indemnification shall be in addition to and not exclusive of all other rights to which such position may be entitled.

ARTICLE X – FISCAL YEAR

The Association's fiscal year shall be for the same period as the fiscal year of the State of Texas, which begins September 1 and ends August 31.

ARTICLE XI - DUES

SECTION 1. Annual Dues.

Each active and associate member shall pay annual dues to the Association. The Board of Directors shall determine the amount and the procedure for collection. Honorary members are not required to pay dues.

SECTION 2. Apportionment.

The Board of Directors may designate a portion of each active member's dues to fund eligible chapters and other local activities related to the Association's mission. Chapters that accept funding shall take part in the Association's Annual Meeting.

SECTION 3. Adjustment.

The amount of member dues to be apportioned for the purpose of eligible chapters and other local activities may change from year to year, and if, in the Board's discretion, the Association's financial structure could be jeopardized, the apportionment can be totally suspended. The Board of Directors may establish criteria to determine eligible apportionment.

ARTICLE XII - MEETINGS OF THE ASSOCIATION

SECTION 1. Annual Meeting.

The Association shall hold an annual meeting each fiscal year at such place and time as the Board of Directors may determine.

SECTION 2. Special Meetings.

The President or Board of Directors may call a special meeting on its own motion or on the written application of ten (10) percent of the membership at such time and place as may be determined.

SECTION 3. Notice.

At least fifteen (15) days prior to the annual meeting and fifteen (15) days prior to each special meeting, the Executive Director shall notify each member of the Association of the time and place of such meeting by notice provided in the normal Association publications.

SECTION 4. Voting.

In determining issues or elections at all annual or special meetings of the Association, votes may only be cast by active members. The Board of Directors may establish procedures for electronic voting by active members. If an active member raises any dispute in voting, the Board of Directors shall have final authority to resolve such dispute upon majority vote of the Board.

SECTION 5. Quorum.

A quorum shall consist of active members in good standing who are present at any annual or special meeting convened in accordance with this Article.

SECTION 6. Floor Privileges.

At the business portions of the Association's annual or special meeting, only Officers, Directors, and active members in good standing shall have floor and speaking privileges. Only active members in good standing may make or second motions. The President or presiding officer may limit debate on any issue or election but shall ensure that all sides of an issue are presented.

SECTION 7. Appointments.

The President may appoint a Parliamentarian and Sergeant-at-Arms to assist in the administration of meetings of the Association.

SECTION 8. Meeting Rules.

Robert's Rules of Order for Small Boards, latest edition, where not in conflict with the Articles of Incorporation or Bylaws, shall be recognized as the authority governing all meetings of the Association, the Board of Directors, and the Executive Committee. However, failure to raise an objection at a meeting or prior to a vote shall constitute waiver of the objection.

ARTICLE XIII - SEAL

The Seal of the Association shall be ornamental and consist of two (2) circles, the inner centered with a star and the space between the two inscribed TEXAS PUBLIC EMPLOYEES ASSOCIATION. However, failure to affix the seal to any instrument or document shall not affect the validity of the instrument or document.

ARTICLE XIV - PROPERTY OF THE ASSOCIATION

SECTION 1. Contracts.

No contract to sell or convey any real estate owned by the Association or contract to assign or assignment of any leasehold interest owned by the Association shall be made unless authorized by the Board of Directors.

SECTION 2. Authority.

No conveyance, mortgage, lease, or bill of sale of real or personal property executed pursuant to authority given by the Board of Directors shall be valid unless signed by the President or Vice-President and attested by the Secretary of the Association.

ARTICLE XV - AUDIT

A certified public accountant shall audit the books and financial records of the Association as of the close of each fiscal year.

ARTICLE XVI - LIMITATIONS

SECTION 1. Non-political.

This Association shall be strictly non-political in that no vote shall ever be taken by the Executive Committee, the Board of Directors, or the membership which relates to the political advancement of any individual or group of individuals, and the facilities and resources of this Association shall not be used for such purposes.

SECTION 2. Affiliations.

This Association shall never become affiliated with, become a part of, or endorse any labor union.

SECTION 3. Dispute Resolution.

This Association adopts as its policy the principle that governmental employees may not take strike action and supports dispute resolution through mediation and negotiated settlement.

ARTICLE XVII - AMENDMENTS

SECTION 1. Voting.

These Bylaws may be amended by a two-thirds affirmative vote of the active members voting at any regular or special meeting of the Association.

SECTION 2. Notice.

To be considered, a copy of the proposed amendment shall be included in the election notice or notice of the meeting. If the amendment(s) are of such great length that inclusion of the full text would be an undue financial burden, the Board of Directors shall approve a synopsis of the amendment(s) to be included with the election notice; in such an event, the complete text of the amendment(s) shall be made available to all of the members not later than the beginning of the voting or meeting at which the amendment(s) are to be considered.

I, Julie Beaubien, TPEA Board Secretary, certify this to be a true copy of the original bylaws as sighted by me.

TPEA Board Secretary

Date