

Updated 06/04 with changes approved at the 2004 annual meeting.

BYLAWS OF THE TEXAS PUBLIC EMPLOYEES ASSOCIATION

ARTICLE I

PURPOSES

The Texas Public Employees Association's primary purpose is to be an advocacy organization which 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 the development and maintenance of a responsive, well- trained, and professional work force 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 the furtherance of 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 for people of Texas whom they serve.

ARTICLE II

MEMBERSHIP

SECTION 1. Membership in this Association shall be of three classes: active, associate and honorary.

SECTION 2. All employees of the State of Texas and all retired employees of the State of Texas are eligible for active membership in this Association.

A. All active members of the Association shall be members of a Chapter of their choice.

B. Active membership in the Association shall terminate for the following reasons:

(1) Death;

(2) Resignation from the Association;

(3) Failure to pay dues;

(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 given an opportunity 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. An associate member shall be an individual who is not eligible for active membership, but who supports and adheres to the purposes and objectives of the Association.

A. An associate member belongs to no Chapter.

B. An associate member has no voting rights.

C. Spouses are eligible for associate membership.

SECTION 4. The Board of Directors shall have the power to confer nonvoting honorary membership upon individuals.

ARTICLE III

CHAPTERS

SECTION 1. Ten (10) or more active 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. A Chapter may be considered inactive when:

- (1) Membership is below ten (10).
- (2) List of current officers is not filed with the Association's Office.
- (3) Current financial report is not filed with the Association's Office.

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

SECTION 3. An inactive Chapter may be consolidated with another Chapter. The consolidation may be made by the Board of Directors.

SECTION 4. A rebate per member, the amount thereof to be determined by the Board of Directors, will be paid to each Chapter provided:

A. The Chapter's current officers list is on file with the Association's Office.

B. The Chapter's current financial report is on file with the Association's Office.

ARTICLE IV

REGIONS

SECTION 1. The Board of Directors shall divide the State into not less than nine (9) and not more than fifteen (15) Regions. The Board of Directors shall assign each Chapter to one of the Regions generally on the basis of geographical location of the city designated by the Chapter as its headquarters or principal place of business. It is the intent of these Bylaws that the assignment of Chapters to Regions shall be done in a manner to provide convenient channels for communication and opportunities for cooperative efforts between Chapters. The Chapters in each designated Region shall have the option to operate collectively without having a Regional Council. If a Regional Council is established, the provisions of Section 2 through 5 of this Article shall apply to the Council and its activities.

SECTION 2. Each Chapter shall designate two (2) representatives to the Regional Council. The representatives from all the Region's Chapters shall collectively comprise the membership of the Council.

SECTION 3. The Regional Council shall elect from its membership a President, President-Elect, Secretary, and Treasurer. Their terms of office shall be one (1) fiscal year or until their successors are elected.

A. The Regional President shall preside over meetings of the Regional Council, appoint committees to carry out business of the Council, and perform other duties usually pertaining to the office or as delegated by the Council.

B. The Regional President-Elect shall assume the duties of Regional President when the President is absent or otherwise unable to perform the duties of the office.

C. The Regional Secretary shall keep minutes of the meetings of the Council, shall be responsible for correspondence and records pertaining to Council business.

D. The Regional Treasurer shall have custody of all monies and shall perform other duties as delegated by the Council. The Council shall adopt rules governing the depositing of funds and authorization for expenditure of these funds.

SECTION 4. A rebate per member, the amount thereof to be determined by the Board of Directors, will be available to each Regional Council provided:

A. The Regional Council's current officers list is on file with the Association's Office.

B. The Regional Council's current financial report is on file with the Association's Office.

SECTION 5. The Regional Council may hold meetings each year at such time and place as they may determine. The Regional President, upon seven (7) days notice to all members stating the purpose thereof, may call special meetings. A majority of the Council members shall constitute a quorum. For any record vote of the Council, Chapter representatives shall have a number of votes in proportion to the membership of their respective Chapters at the close of the preceding fiscal year.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. Active Members of the Association whose dues are currently paid in full and who are elected as specified in Section 4 of this Article shall constitute the Board of Directors of the Association.

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 is to receive compensation (other than reimbursement of actual expenses) therefor.

SECTION 2. Directors will attend and participate in Chapter meetings in their region, Regional Council meetings, and Association Board of Directors' meetings, and any special called meetings. The Directors will disseminate information to their responsible Chapters and Region. Directors will support and adhere to the Association bylaws, policies, and procedures. Directors will promote the Association at all times.

SECTION 3. The Board of Directors shall consist of not more than seventeen (17) Directors, the exact number to be determined by the Board of Directors.

A. In all matters considered by the Board of Directors, each Director shall have one equal vote.

B. The Board of Directors shall be the governing body of the Association. It shall be responsible for directing the affairs of the Association 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.

C. The Board of Directors shall hold four (4) regular meetings each year at such time and place as they may determine. Special meetings of the Directors may be called by the President upon seven (7) days notice to all Directors stating the purpose thereof, 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. A majority of the Board of Directors shall constitute a quorum.

SECTION 4. Directors shall have a term of office, shall have qualifications and shall be elected as hereafter provided.

A. Directors shall be elected for a term of three (3) fiscal years, or for a shorter term as determined by the Board of Directors in order to provide for reapportionment of Directors or staggered terms for Directors within the same region. However, 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) will expire each year.

C. A Director must reside in or adjacent to the Region being represented, and be a member of a Chapter in the Region represented by the Director's position both at the time of election and at all times while serving as Director.

D. No two (2) Directors from a Region shall be members of the same Chapter or Agency. The Chapter membership for a Director will remain the same throughout the term of office to which the Director was elected.

E. The Board of Directors shall annually review the apportionment of Directors among the various Regions. Any reduction in the number of Directors to which a Region is entitled as a result of a decrease in membership shall not become effective until the term of office of the current Director from that Region expires. It is the intent of these Bylaws that every Director shall have an opportunity to serve the full term of office to which the Director was elected unless otherwise recalled or terminated.

F. Each Regional Council shall elect a Nominating Committee to nominate at least one (1) candidate for each office of Director allotted to that Region. Nominations for a particular Director's position may also be made in writing by any Chapter or by petition signed by no less than twenty-five (25) members of Chapters, so long as the members of the nominating Chapter or the nominating members are eligible to vote for that Director's position.

(1) All voting for the office of Director shall be by secret ballot unless a candidate is uncontested, in which case the uncontested candidate shall be elected. The ballots shall include the names of all candidates nominated and shall be distributed to all members eligible to vote. An eligible member is defined as one whose dues have been received in the Association's office on or before the first day of the month prior to the month in which the ballots are mailed, and whose Chapter is assigned to that particular Director's position by the Board. Candidates receiving the majority of votes cast for each position shall be declared the duly elected Directors.

(2) Each Regional Council shall adopt specific procedures for distribution, collection,

and tabulation of ballots for the election of Director(s) whose constituency is wholly within the Region. Each Regional President shall certify to the Secretary that elections were held in accordance with these Bylaws and procedures established by the Regional Council.

(3) In the event a Director is unable to complete the term of office to which the Director was elected or fails to maintain compliance with Subsection C of this Section, that Director shall immediately notify the President of the Association. The President of the Association shall thereupon notify the Regional Council (or in the absence of a Regional Council for the affected region, the Board of Directors of the Association), which shall conduct an election as provided in Section 5 hereafter.

(4) A Director can be removed from office by the Council for the Region the Director represents. Consideration of removal of a Director may be upon either the motion of a member of the Regional Council or the motion of the Executive Committee of the Association. When such a motion is made, the following procedures must be followed by the Regional Council.

- (a) The motion for removal will be considered at a meeting of the Regional Council held no later than one month after the motion is made (or, if by the Executive Committee, one month after the motion is received by the President or Secretary of the Regional Council).
- (b) Written notice shall be given to all members of the Regional Council, the affected Director, and the President of the Association of the date, time, and place of the meeting at which such motion shall be considered. To be proper and effective, such notice must be mailed or given orally to all of the foregoing persons at least fifteen (15) days prior to the date of the meeting.
- (c) To consider the motion, a majority of the members of the Regional Council must be present at the meeting for which notice was properly given. If a majority of the members are not present at that meeting or do not vote thereon, the motion may not be considered, and the meeting may not be continued or recessed for the purpose of obtaining the presence of a majority. In such event, the motion will be considered to have been defeated, but without prejudice as to any future consideration of an identical or similar motion so long as such consideration again complies with all of the provisions in this subsection (4).
- (d) Prior to a vote on the motion, the affected Director, any member of the Executive Committee of the Association, and any member of the Regional Council shall be given an opportunity to speak to its merits.
- (e) To effect the removal of the Director, two-thirds (2/3) of the Regional Council members present must affirmatively vote to adopt the motion.
- (f) In the event there is no Regional Council for a region in which removal of a

Director is sought by the Executive Committee of the Association, the Committee's motion shall be submitted to the Board of Directors of the Association for consideration. All of the foregoing provisions of this subsection (4) shall apply as if the Board of Directors was the Regional Council.

SECTION 5. When the office of a Director is vacant, the Regional Council shall as expeditiously as possible conduct an election to fill the vacancy. The election shall be held in accordance with the provisions of Section 4F (1) and (2) of this Article.

SECTION 6. The Board of Directors shall employ an Executive Director who shall serve at the pleasure of the Board. It shall be the Executive Director's duty to staff and manage the Association office, to 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 full time to the discharge of the duties and responsibilities to this Association and may not accept other employment. The salary of the Executive Director shall be determined by the Board of Directors. If it becomes necessary to replace the Executive Director, the Executive Committee shall be responsible for recommending a successor for approval by the Board of Directors.

ARTICLE VI

OFFICERS

SECTION 1. The officers of the Association are President, President-Elect, Vice President, Secretary, and Treasurer.

SECTION 2. The President of the Association shall preside at all meetings of Directors, Officers, and the annual meeting. The President may, and upon demand of the majority of the Directors or members, shall call special meetings. 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. The President-Elect shall attend all meetings stated in Section 2 and shall become prepared for assuming the duties and responsibilities of the office of President at the beginning of the next fiscal year.

SECTION 4. The Vice President shall preside in the absence of the President. In the event the President can no longer fulfill the duties, the Vice President will assume the office of President.

SECTION 5. The Secretary shall keep the records of the Association and minutes of all meetings of the Board of Directors, Executive Committee, and the membership of the Association. The secretary shall have custody of the seal of the Association. 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 6. 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 monies of the Association shall be deposited in such depositories as shall be 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. All checks must have two (2) signatures: One shall be that of the Treasurer, or that of another officer designated by the Executive Committee. The other signature shall be that of the Executive Director, or that of another member of the staff as designated by the Executive Director. The Treasurer, other officers, and employees who handle Association funds shall be under bond.

SECTION 7. The delegates at the annual meeting of the Association, shall elect by roll call four (4) officers of the Association: a President-Elect, a Vice President, a Secretary, and a Treasurer; each for a term of one year. The President-Elect automatically assumes the position of President on the first day of the fiscal year following completion of his or her year of service as President-Elect.

SECTION 8. Newly-elected officers shall be installed at the annual meeting, and they shall assume their respective offices on the first (1st) day of the next fiscal year.

SECTION 9. A. (1) An officer can be removed from office by the Board of Directors. 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 motion shall be considered by the entire Board 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.

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

B. In the event any officer position (except that of President) becomes vacant and the unexpired term of such office has at least three months remaining, the Board of Directors may elect an eligible replacement. The election shall be held at any regular or special meeting of the Board.

SECTION 10. Candidates for the offices of President- Elect, Vice President, Secretary, and Treasurer must be Directors who are eligible to serve in the next fiscal year.

SECTION 11. A Director whose term ends in the fiscal year shall not be eligible for election to office. It is expressly provided that if any Director is elected to the office of President-Elect to serve as such in the third year of his or her term, then his or her position as a Director shall be

automatically extended for the following year during which he or she shall serve as President.

SECTION 12. Candidates shall file for office no earlier than sixty (60) days nor later than forty-five (45) days prior to the first day of the annual meeting. Filing shall be at the office of the Association. The Secretary shall certify to the Board of Directors no later than thirty (30) days prior to the first day of the annual meeting whether the candidates who have filed are eligible for office. If a candidate is found to be ineligible, the Secretary may reopen the filing period for that office for a period of fifteen (15) days.

ARTICLE VII

EXECUTIVE COMMITTEE

SECTION 1. The Officers of the Association, as defined in Article VI, shall constitute the Executive Committee.

SECTION 2. The Executive Committee shall hold meetings at such a time and place as they may determine. Special meetings may be called by the President upon one (1) day's notice to all members stating the purpose thereof, 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. The Executive Committee shall have the authority and responsibility to execute the affairs of the Association following guidelines, 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. 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 operation of the Association for approval by the Board of Directors.

ARTICLE VIII

COMMITTEES

SECTION 1. The Association will have three standing committees and other special committees as necessary to advance the principles and purpose of the Association.

SECTION 2. The Standing Committees and their membership are as follows:

A. Membership.

1. The President will appoint a chairperson and no less than four (4) other members to comprise the Membership Committee.

2. The purposes of the Membership Committee are to promote membership growth within the Association at the Chapter level, develop program recommendations, and coordinate support from the Association's headquarters.

B. Legislative.

1. The President will appoint a chairperson and no less than four (4) other members to comprise the Legislative Committee.

2. The purposes of the Legislative Committee are to recommend legislative initiatives for the Association and to establish Association policy on legislation consistent with the goals and purposes of the Association.

C. Bylaws.

1. The President will appoint a chairperson and no less than four (4) other members to comprise the Bylaws Committee.

2. The purposes of the Bylaws Committee are to originate and receive proposals for amending or revising the Association's Bylaws. The Bylaws Committee shall review and approve new or revised bylaws for regions and Chapters to ensure they are in compliance with the Association's Bylaws.

3. The Committee shall also prepare for presentation of such bylaws any amendments or revisions to the Membership as stipulated in Article XVII.

SECTION 3. All Standing Committees and Special Committees shall make reports of their activities to the Board of Directors and to the delegates at the annual meeting.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Association shall be for the same period as the fiscal year of the State of Texas.

ARTICLE X

DUES

SECTION 1. Each active and associate member shall pay annual dues to the Association. The amount and the procedure for collection shall be determined by the Board of Directors. Honorary members shall not pay dues.

SECTION 2. A portion of each active member's dues shall be designated by the Board of Directors as Chapter and Region dues and shall be remitted to the member's assigned Chapter and Region.

ARTICLE XI

MEETINGS OF THE ASSOCIATION

SECTION 1. Annual Meetings. The annual meeting of the Association shall be held within the last ninety (90) days of each fiscal year at such place and time as the Board of Directors may determine.

SECTION 2. Special Meetings. The Board of Directors shall call a special meeting on its own motion, or on the written application of ten (10) percent of the membership at such place as the Board of Directors may determine.

SECTION 3. At least forty-five (45) 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. In determining issues or elections at all annual or special meetings of the Association, votes may only be cast by delegates representing Chapters. No individual member or Director of the Association is entitled to vote at such meetings except by and through their elected delegate. Delegates representing a majority of the membership of the Association shall constitute a quorum.

SECTION 5. Chapter must have a list of current officers and a current financial report filed with the Association's office to be eligible to have delegates and alternates at any Association meeting.

A. Members of each Chapter shall, by a majority vote, elect from their members in good standing, delegates and alternates to represent the Chapter at all meetings of the Association until their successors are elected. Each Chapter delegation shall have one (1) vote for each eligible Association member in such Chapter, computed as of sixty (60) days preceding the date of the meeting. The number of delegates shall be one (1) for each one hundred (100) members or fraction thereof. The number of alternates shall not exceed the number of delegates.

B. Ten (10) days prior to the annual meeting, and within ten (10) days following notice of a special meeting, each Chapter shall file with the Association, a list containing the names and addresses of its duly elected delegates and alternates for that meeting. Failure to timely file such list may preclude a Chapter from having its votes cast at a meeting of the Association.

C. Each delegate shall have the right to cast the votes of a proportional share of the Chapter's membership on any issue or in elections. Such proportional share shall be determined by dividing the Chapter's membership by the number of delegates for which a Chapter is eligible under Subsection A of this section. Each delegate may only cast the votes for his or her proportional share of a Chapter's membership except as hereafter provided. In the event one or more of a Chapter's delegates are absent, an elected alternate shall take that delegate's place and vote in his or her stead. If no alternate is available, the remaining delegates shall cast a proportional share of the absent delegate's votes in addition to their proportional share; provided however, that no delegate shall ever cast more than 300 votes (representing 300 members). If a delegate's absence should cause such a reallocation of a Chapter's vote so that the remaining delegates would be casting more than 300 votes each, the amount in excess of 300 votes shall not be counted, and such excess votes shall not be represented or cast in any election or ballot for so long as the absence shall continue.

SECTION 6. At the business portions of an annual or special meeting of the Association, only Officers, Directors, Delegates, Alternates, and special officers for that meeting shall have floor and speaking privileges. Only Delegates may make or second motions. The President or presiding officer may limit debate on any issue or election, but shall make sure that all sides of an issue are presented.

SECTION 7. The President may appoint a Parliamentarian and Sergeant-at-Arms to assist in the administration of meetings of the Association. Any such appointments, together with the Chairs of Standing and Special Committees, shall be Special Officers for meetings of the Association.

SECTION 8. Robert's Rules of Order, latest edition, where not in conflict with the Charter or Bylaws, shall be recognized as the authority governing all meetings of the Association, the Board of Directors and the Executive Committee.

ARTICLE XII

SEAL

The Seal of the Association shall consist of two (2) circles, the inner centered with a star and the space between the two inscribed TEXAS PUBLIC EMPLOYEES ASSOCIATION.

ARTICLE XIII

PROPERTY OF THE ASSOCIATION

SECTION 1. No contract to sell or lease, no conveyance or lease of 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. 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, sealed with the Seal of the Association, and attested by the Secretary of the Association.

ARTICLE XIV

AUDIT

The books and financial records of the Association shall be audited by a certified public accountant as of the close of each fiscal year.

ARTICLE XV

LIMITATIONS

SECTION 1. 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. This Association shall never become affiliated with, become a part of, or endorse any labor union.

SECTION 3. This Association adopts as its policy the principle that there shall be no strike action taken by governmental employees, and supports any dispute resolution through mediation and negotiated settlement.

ARTICLE XVI

AMENDMENTS

SECTION 1. These Bylaws may be amended by a two-thirds affirmative vote of the chapter delegates present and voting at any regular or special meeting of the Association.

SECTION 2. To be considered, a copy of the proposed amendment shall be included in the 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 notice; in such an event, the complete text of the amendment(s) shall be made available to all of the delegates not later than the beginning of the meeting at which the amendment(s) are to be considered.

SECTION 3. A. The Bylaws or a portion thereof may be suspended and/or amended upon the affirmative vote of two-thirds of the delegates present and voting at any meeting of the Association duly called in accordance with these Bylaws.

B. The Board of Directors may suspend these Bylaws for the sole purpose of qualifying the Association for designation as an official representative of public employees if so required by state or federal law. To effect such a suspension, four-fifths of the Directors present and voting at any duly called meeting of the Board of Directors must affirmatively vote to do so.

SECTION 4. It is expressly provided that nothing in Section 3 shall permit the suspension of Article XV.