

BYLAWS
OF
UTAH SCHOOL EMPLOYEES ASSOCIATION
(A Utah Non-Profit Corporation)

**ARTICLE I
NAME AND OFFICES**

Section 1.01

The name of the organization is UTAH SCHOOL EMPLOYEES ASSOCIATION (the “Association”). The principal office of the Association shall be located in the State of Utah. The Association may also have other offices within the State of Utah as the Board of Directors (the “Board”) may from time to time determine or the business of the Association require.

**ARTICLE II
PURPOSE AND AFFILIATION**

Section 2.01

The purposes of the Association shall be those set forth in the Articles of Incorporation, as may be amended from time to time.

**ARTICLE III
MEMBERS**

Section 3.01 Membership.

Membership in the Association shall be open to all persons working as education support professionals and/or classified school employees of Utah’s K-12 public education system, other public schools, community colleges, and colleges of applied technology, and to any other individual or entity as provided in this section.

- A. School district employees in employment positions that require a teaching license shall not be eligible for membership.
- B. School district administrators including but not limited to superintendents, assistant superintendents, business administrators, human resource directors, principals, assistant principals, and any position that may be prohibited by national affiliation agreements are not eligible for membership in the Association.
- C. Members on leave from employment may remain active for a maximum of two (2) years. While on leave members are required to continue paying dues to the Association, and their Local Affiliate.
- D. Persons who have been suspended or expelled from membership in the Association are eligible for membership in the Association only as provided in these Bylaws or by Board policy.
- E. Members on leave/reserve membership
 - a. Reserve membership shall be open to any person,
 - i. who is on a leave of absence of at least six (6) months from employment that qualifies him or her for Active membership.
 - ii. who has held Active membership in the Association but whose employment status no longer qualifies that individual for such membership.
 - iii. who has a reasonable expectation of returning to school employment at the conclusion of the period of leave.
 - iv. who is not eligible for any other class of membership.
 - b. Reserve members shall continue to pay applicable Association and local affiliate dues.
 - c. Eligibility for membership under this section shall be determined by board policy.

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- d. The Board may adopt a policy that reduces benefits of membership or adopts other provisions applying only to members who are eligible for membership solely under this section.
 - i. Board policy shall not restrict the eligibility of any member to run for and serve in any elective office.
- F. A person who is not employed because of a regularly scheduled break in their employer's operations and who has a reasonable expectation of returning to employment with the same employer at the conclusion of the scheduled break is not on leave but is deemed continuously employed as a school employee.
- G. Association members must maintain active membership in their local affiliate, and the Association.

Section 3.02 Classes of Members.

A. Active Members

- a. Individuals who are currently employed as a classified employee or education support professional by any of the entities identified in Section 3.01 of this Article are eligible to be Active Members of the Association.
- b. Persons who meet the eligibility requirements and pay dues and such other fees as may be required by these Bylaws or Board policy are Active members of the Association and are entitled to all rights and privileges of that class of membership. The Board may waive the dues requirements for certain Active members as it may establish by policy.
- c. A person who is not employed because of a regularly scheduled break in their employer's operations and who has a reasonable expectation of returning to employment with the same employer at the conclusion of the scheduled break is not on leave but is deemed continuously employed as a school employee.

B. Life Members

- a. The Board may by motion or resolution, on such terms as it considers appropriate and provided in Board policy, nominate members of the Association for Life Member status in recognition of exceptional service to the Association. The nomination shall be confirmed by majority vote of the delegates voting at the next meeting of the Council of Delegates of the Association. Life members shall have all the rights and privileges of active members of the Association as well as other rights and privileges as may be provided in these Bylaws or by Board policy for as long as they are otherwise qualified for membership in the Association. The USEA dues of Life members shall be waived following confirmation of their nomination.
- b. Life members may participate and vote at any meeting of delegates regardless of active membership status.

C. Retired Members

- a. Individuals who were formally employed as a classified employee or education support professional by any of the entities identified in Section 3.01 of this Article and have retired from their employer are eligible to be Retired Members of the Association.
- b. Retired persons who meet the eligibility requirements and pay dues and such other fees as may be required by these Bylaws or Board policy are retired members of the Association and are entitled to all rights and privileges of that class of membership.

D. Associate Members

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- a. Individuals or entities not otherwise eligible for membership in the Association that otherwise support the goals and mission of the Association are eligible to be Associate Members of the Association.
- b. Persons who meet the eligibility requirements and pay dues and such other fees as may be required by these Bylaws or Board policy are Associate Members of the Association and are entitled to all rights and privileges of that class of membership.

Members in the process of contesting or appealing an adverse employment action by their employer (i.e. Local Education Agency (LEA)) and through the association shall remain a member provided that the member continues to pay dues to the Association, and Local Affiliate. If a member fails to pay their dues, the Association will discontinue representation of the member and their claims. The Association may bill the individual for all costs associated with their representation.

Section 3.03 Membership Suspension, Expulsion and Reinstatement.

A. Sanction, Suspension and Expulsion

- a. The Board may sanction, suspend, or expel any member who violates the Association's Articles of Incorporation, Bylaws, rules, or policies, or for cause, including conduct injurious or damaging to the Association. Sanctions may be any form of discipline or penalty less than suspension or expulsion which the Board deems appropriate and proportionate, and which is not prohibited by these Bylaws or applicable law.

B. Written Notice of Hearing

- a. The Board shall give not less than fifteen but not more than twenty days' written notice to a member whose sanction, suspension or expulsion is under consideration setting the time and place of a hearing before the Board and stating in reasonable detail the reasons for the sanction, suspension or expulsion. The notice of hearing shall be sent by certified mail, return receipt requested, to the last address of the member shown on the Association's records. The hearing shall be held at least five days before the proposed effective date of the sanction, suspension or expulsion.

C. Hearing Procedure

- a. At the hearing, the member shall be permitted to: examine evidence and to cross-examine opposing witnesses; to present their case; to present witnesses and/or evidence on their behalf; and to be represented by counsel or other representative of their choice.

D. Board Determination

- a. After due consideration of the evidence presented during the hearing, the Board shall issue a written determination stating its findings of fact and its conclusions. A copy of the written determination shall be delivered to the member or sent by certified mail, return receipt requested, to the last address of the member shown on the Association's records. If the Board concludes to sanction, suspend or expel the member, the written determination shall state the terms, conditions, and duration thereof, and the circumstances under which the member may be reinstated.

E. Appeal

- a. The member may appeal an adverse ruling of the Board to a three-member panel selected by lot from the list of local affiliate presidents.
- b. Neither the president of the local affiliate to which the member belongs nor any other person with an interest in the matter may serve on the panel.
- c. The panel shall base its decision solely on the written record and the testimony given at the Board hearing.

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- d. The panel may only affirm or reverse the decision in writing.
- e. The decision of the panel is final and unappealable.
- F. Reinstatement of a Suspended or Expelled Member
 - a. Reinstatement of a Suspended Member
 - i. At the end of the suspension period, a suspended member may apply to the Board for reinstatement of membership. The application shall be in writing and directed to the President. Upon due consideration of all factors, the Board shall notify the applicant of its decision in writing, sent by certified mail, return receipt requested, to the last address of the member shown on the Association's records.
 - b. Reinstatement of Expelled Member
 - i. Unless otherwise provided in the Board's written determination of expulsion, an expelled member may apply to the Board for leave to reapply for membership not earlier than one year after the effective date of the expulsion. The application shall be in writing and directed to the President. Upon due consideration of all factors, the Board shall notify the applicant of its decision in writing, sent by certified mail, return receipt requested, to the last address of the member shown on the Association's records.
 - c. Hearing
 - i. If reinstatement is denied, the member may request a hearing before the Board. The hearing shall be held in accordance with procedures set out in Section 3.03, Paragraph C, of this Article.

Section 3.04 Membership Dues.

- A. USEA dues shall be reviewed annually by the Board.
- B. Any USEA dues increase shall be approved by the Board and presented to the council of delegates for approval, rejection, or modification.
- C. NEA dues are determined by a formula set forth in the Bylaws of the National Education Association under section 2-7 Membership Dues.
- D. Local Affiliate dues are determined by the members of the Local Affiliate as defined in the Bylaws of the Local Affiliate.

Section 3.05 Payment of Dues.

- A. Active members shall pay Local and State dues using one of the following methods:
 - a. Electronic Funds Transfer (EFT)
 - b. Recurring Credit Card Payments (RCC)
 - c. Payroll Deductions (If available and is an active member prior to September 1, 2024)
 - d. Or any other method established by the USEA
- B. Non-payment or Late payment of dues will be handled according to a policy set forth by the USEA.

Section 3.06 Local Affiliates.

- A. Local Affiliate Governance
 - a. Local affiliates shall adopt such governance documents and procedures as they consider appropriate and do not conflict with these Bylaws, the Associations Articles of Incorporation, or applicable law.
- B. Local Affiliate Elections

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- a. Members in good standing are entitled to vote for all actions and elections requiring a membership vote.
 - b. Except as otherwise provided by statute or these bylaws, the vote of a majority of the members present at the time of a vote, if a quorum is present at such time, shall be the act of the Members. At any meeting of the Members, each Member present, in person, shall be entitled to one (1) vote.
- C. Local Affiliate's
- a. All potential new local affiliates, whether a newly organized association of school employees or a group of current members of the Association who seek to belong to a separate local affiliate, shall apply to the Board for recognition, approval, and acceptance.
 - b. Only after the Board has by a majority vote agreed to accept the new local affiliate or the designation of a separate local affiliate within an already existing local affiliate, will the new local affiliate be recognized as a part of the Association and the members of the new local affiliate be recognized as members of the Association with all the benefits and responsibilities.
 - c. Delegates from the new local affiliate will be allowed to vote at any council of Delegates meeting only after the Board has recognized and accepted the new local affiliate.
 - d. New local affiliates shall adopt bylaws based on the template provided by USEA.

Section 3.07 Meetings.

- A. Council of Delegates
- a. The meeting of the Council of Delegates (the "Delegate Conference") for the election of directors and for the transaction of such other business as may come before the Delegates, including the delivery of a financial statement, shall be held each year at the place, time, and date, as may be fixed by the Board, or if not so fixed, as may be determined by the president of the Board.
 - b. Special meetings of the Delegates shall be held whenever called by the Board, if any, or by a written demand to the secretary-treasurer of ten percent (10%) of the Delegates eligible to vote. The secretary-treasurer, upon receiving written demand or resolution, shall promptly give notice of such meeting as provided in Section 3.06 or if the secretary-treasurer fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice.
 - c. The president of the Association shall preside at the meetings of the Delegates, or in the absence of the president, the vice president shall preside at the meeting of Delegates. The secretary-treasurer of the Association shall act as secretary-treasurer at all meetings of the Delegates, or in the absence of the secretary-treasurer, an acting secretary-treasurer shall be chosen by the Delegates present.

Section 3.08 Notice of Meetings.

- A. Written notice of the place, date, and hour of any meeting shall be given to each Delegate entitled to vote at such meeting by mailing the notice by first class mail with postage prepaid, not less than ten (10) nor more than fifty (50) days before the date of the meeting.
- B. Notice of any meeting other than the Delegate Conference shall indicate the person or persons calling the meeting and notice of any special meeting shall also indicate the purpose for which it is called.

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Section 3.09 Quorum.

- A. At all meetings of the Delegates, a majority of eligible members in attendance shall constitute a quorum for the transaction of business.
- B. In the absence of a quorum, the Delegates present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is required.

Section 3.10 Selection of Delegates.

A. Entitlement

- a. Each local affiliate is entitled to a minimum of two (2) delegates.
- b. Each local affiliate shall be entitled to additional delegates based on its number of members fifteen (15) calendar days before the date of the meeting of delegates, as set out below.

Number of Members	Number of Delegates
1-50	2
51-150	3
151-250	4
251-350	5
351-450	6
451-550	7
551-650	8
651-750	9
751-850	10
851-950	11
951+	12

B. Selection

- a. All local affiliate directors of the Association shall serve as a Utah School Employees Association delegate, based on the delegate allocation parameters listed in section 3.10 of these bylaws.
- b. Local affiliate officers of the Association will be given the first right of refusal/acceptance to serve as a USEA delegate. Any unfilled delegate positions will be filled by current local affiliate directors until the local affiliate Association fills their respective positions.
- c. If all the local affiliate Associations delegate positions are not filled as described in (a) and (b) of this section the local affiliate Association will conduct a nomination and election process to fill all the delegate positions.
 - i. All active members will be allowed to participate at this stage of the process.
 - ii. The elections will be conducted by secret ballot and will be overseen by the local's nomination and election committee.

C. Delegates at large

- a. Delegates-at-large shall be selected as follows:
 - i. Each Life member of the Association as of the date of any meeting of delegates shall be a delegate-at-large with all the rights, powers, and duties of any other delegate.
 - ii. Each member of the Board on the date of any meeting of delegates shall be a delegate-at-large with all the rights, powers, and duties of any other delegate.
 - iii. A member of the Board may not serve as a delegate from any local affiliate.

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- iv. A Life member may serve as a delegate from a local affiliate but may cast only one vote on any matter before the Council of Delegates.
- v. A delegate who is both a member of the Board and a Life member may only cast only one vote on any matter before the Council of Delegates.

Section 3.11 Qualification of Delegates.

A. Minimum Qualifications

- a. Delegates shall meet the following requirements:
 - i. All delegates must be Active members of their local affiliate and the Association.
 - ii. Membership in good standing in their local affiliate and the Association for their entire term of office.
 - a. It is illegal for people who have been convicted of certain crimes to hold USEA office or employment. As described in Section 504 of the Labor-Management Reporting and Disclosure Act (LMRDA) individuals convicted of certain crimes are prohibited from holding union office or employment or serving in other prohibited capacities. Any individual that has been convicted of any of the crimes listed in Section 504 are not considered members in good standing.
 - b. Any member or employee of USEA may be subject to a background check to determine if the individual has been convicted of any of the crimes listed in section 504 of the LMRDA. If it is found that they are unable to hold office or to be employed by USEA, the individual will be removed from office, or from employment of USEA immediately.
 - iii. Associate members of the Association are not eligible to be delegates or alternates.

Section 3.12 Duties of Delegates.

A. Duties

- a. In addition to those duties which may be assigned by each local affiliate, it shall be the duty of each delegate to:
 - i. Attend all meetings of the Council of Delegates.
 - ii. Represent the members of their affiliate in all matters brought before the Council.
 - iii. Act as a representative of the Association in programs or actions for the benefit of affiliate members and the total membership of the Association.

Section 3.13 Voting and Elections.

A. Voting

- a. Delegates in good standing are entitled to vote for all actions and elections requiring a Delegate vote. To cast a vote, Delegates shall be present at Delegate Conference and any special meeting scheduled for an action or election requiring Delegates to vote. Delegates shall not cast votes by a proxy or absentee ballot.
- b. Except as otherwise provided by statute or these bylaws, the vote of a majority of the Delegates present at the time of a vote, if a quorum is present at such time, shall be the act of the Delegates.
- c. At any meeting of the Delegates, each Delegate present, in person, shall be entitled to one (1) vote.

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- d. The record eligibility of voting rights shall be set by the Board fifteen (15) days before the date of the meeting.
- B. Elections
 - a. One-Person, One-Vote or equal population voting, generally means that the vote of each member of the Association has the same weight as the vote of any other member.
 - i. The Association must apply the one-person, one-vote principle for representation on each of its governing bodies.
 - ii. An elected governing body is an Association-elected body participating in determination of general and significant policies and exercise discretion in implementing such policies.
 - iii. Standing committees play lesser roles in policy making, and are usually restricted to narrow areas of their expertise. Therefore, they are not considered governing bodies.
 - iv. Representative assemblies, delegate assemblies, boards of directors, and/or executive committees generally are characterized as governing bodies.
 - b. Open Nominations and Secret Ballots
 - i. Open nomination procedure shall mean a procedure by which every eligible Association member shall have the opportunity to nominate any Association member who meets the qualifications for the elective position.
 - ii. A member shall have the right to make nominations or be nominated for any office or position on any governance body that will directly represent that member, subject to any limitations required by the USEA Bylaws, and to any other reasonable restrictions uniformly imposed.
 - iii. Secret ballot shall mean a procedure for voting on slips of paper (or via a voting machine) on which voters may mark the vote in secrecy.
 - iv. Election by secret ballot for each individual position shall mean that slate voting shall not be permitted. An election is defined as a vote to fill an office.

Section 3.14 Action Without a Meeting.

- A. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all the Delegates. Such consent may be written or electronic. If consent is electronic, it must be able to be reasonably determined to have been sent by the Delegate.

Section 3.15 Bylaws.

- A. The bylaws shall be adopted at a meeting of the Delegates. Prior to the adoption, the proposed bylaws are to be circulated to the Delegates no later than fifteen (15) days prior to the meeting to adopt the bylaws. A majority of the votes cast at the meeting of Delegates to adopt the bylaws shall be the act of the Delegates.
- B. The bylaws shall be posted to the members section of the USEA website and shall be kept current.
- C. All adopted changes to the bylaws shall be updated in the bylaw document within 30 days after the date of adoption by the Delegates.

Section 3.16 Actions Requiring Vote of Delegates.

- A. The following corporate actions may not be taken without the approval of the Delegates:
 - a. A majority of the votes cast at a meeting of the Delegates is required for:
 - i. Any amendment of the Articles of Incorporation.

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- ii. A petition for judicial dissolution.
- b. Two-thirds of the votes cast at a meeting of the Delegates is required for:
 - i. Disposing of all, or substantially all, of the assets of the Association,
 - ii. Approval of a plan of merger,
 - iii. Authorization of a plan of non-judicial dissolution, or
 - iv. Revocation of a voluntary dissolution proceeding.
- c. Provided, however, that the affirmative votes cast in favor of any action described in this subsection (c) shall be at least equal to the minimum votes necessary to constitute a quorum. Abstentions from voting or blank votes cast by ballot shall not be counted toward the number of votes.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 4.01 Powers and Number.

- A. The affairs and property of the Association shall be managed by or under the direction of the Board of Directors (the "Board") subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and herein.
- B. The number of directors shall be one director for each of the nine (9) career families and one (1) ESP At Large.
- C. Within the specified limits, the numbers of directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the entire Board and no decrease shall shorten the term of any director then in office.

Section 4.02 Board of Directors.

- A. The nine (9) ESP Career Families and the one (1) ESP At Large will be represented on the Board are:
 - a. Clerical Services
 - b. Custodial Services
 - c. Food Services
 - d. Health and Student Services
 - e. Paraeducators
 - f. Security Services
 - g. Skilled Trades/Maintenance Services
 - h. Technical Services
 - i. Transportation Services
 - j. ESP At Large
- B. Election and Term of Office
 - a. Members shall elect one director from each ESP Career Family.
 - b. Directors shall hold office for a term of three (3) years and each shall serve for such term and until the election and qualification of a successor, or until such director's death, resignation, or removal.
 - c. There is no limitation on the total number of terms any member may serve as a director, however, no member may serve more than two consecutive three-year terms.
- C. Career Family Requirements
 - a. Board Candidates must be employed within the career family they will represent.

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- b. If no member employed within a specific career family is nominated for that career family's Board position, and if no member employed within the career family is willing to accept an appointment from the Board to fill that career family's Board position, a member employed outside of the career family may be appointed to the position to serve the remainder of the current unexpired term.
 - c. Associate members of the Association shall not be eligible to run for or to serve in statewide elective offices.
 - d. USEA employees shall not be eligible to run for or to serve in statewide elective offices.
- D. Voting Members of the Board of Directors
- a. CLERICAL SERVICES: All USEA members from this Career Family will have the opportunity to nominate and elect a Board member to represent them for three-year terms beginning in 2022.
 - b. CUSTODIAL SERVICES: All USEA members from this Career Family will have the opportunity to nominate and elect a Board member to represent them for three-year terms beginning in 2023.
 - c. FOOD SERVICES: All USEA members from this Career Family will have the opportunity to nominate and elect a Board member to represent them for three-year terms beginning in 2021.
 - d. HEALTH/STUDENT SERVICES: All USEA members from this Career Family will have the opportunity to nominate and elect a Board member to represent them for three-year terms beginning in 2022.
 - e. PARAEducATORS: All USEA members from this Career Family will have the opportunity to nominate and elect a Board member to represent them for three-year terms beginning in 2023.
 - f. SECURITY SERVICES: All USEA members from this Career Family will have the opportunity to nominate and elect a Board member to represent them for three-year terms beginning in 2021.
 - g. SKILLED TRADES/MAINTENANCE SERVICES: All USEA members from this Career Family will have the opportunity to nominate and elect a Board member to represent them for three-year terms beginning in 2022
 - h. TECHNICAL SERVICES: All USEA members from this Career Family will have the opportunity to nominate and elect a Board member to represent them for three-year terms beginning in 2023.
 - i. TRANSPORTATION SERVICES: All USEA members from this Career Family will have the opportunity to nominate and elect a Board member to represent them for three-year terms beginning in 2021.
 - j. ESP AT LARGE: The Board will appoint a member to this position. This is a three (3) year term beginning in 2023. This individual is a voting member of the Board. The term of office for this position shall commence on September 1, following the appointment by the Board, and end on August 31, three (3) years later.
- E. Non-Voting Members of the Board of Directors
- a. GOVERNMENT RELATIONS COORDINATOR: The Board will appoint a member to this position. This individual will work closely with the USEA staff liaison responsible for Government Relations and will facilitate this work in the Association. This is a three-year term beginning in 2022. This individual is a non-voting advisory member of the Board. The

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- term of office for this position shall commence on September 1, following their appointment by the Board, and end on August 31, three years later.
- b. **ORGANIZING COORDINATOR:** The Board will appoint a member to this position. This individual will work closely with the USEA staff liaison responsible for Organizing and will facilitate this work in the Association. This is a three-year term beginning in 2023. This individual is a non-voting advisory member of the Board. The term of office for this position shall commence on September 1, following their appointment by the Board, and end on August 31, three years later.
 - c. **COMMUNICATIONS COORDINATOR:** The Board will appoint a member to this position. This individual will work closely with the USEA staff liaison responsible for Communications and will facilitate this work in the Association. This is a three-year term beginning in 2021. This individual is a non-voting advisory member of the Board. The term of office for this position shall commence on September 1, following their appointment by the Board, and end on August 31, three years later.
 - d. **PROFESSIONAL DEVELOPMENT COORDINATOR:** The Board will appoint a member to this position. This individual will work closely with the USEA staff liaison responsible for Professional Development and will facilitate this work in the Association. This is a three-year term beginning in 2022. This individual is a non-voting advisory member of the Board. The term of office for this position shall commence on September 1, following their appointment by the Board, and end on August 31, three years later.
 - e. **EXECUTIVE DIRECTOR:** The Executive Director serves as a non-voting member of the Board. The Executive Director is an employee of the Association and not subject to the voting requirements of other Board members. From time to time the Executive Director will be excused from meetings of the Board when the discussion will include the compensation and/or employment of the Executive Director. The Board may also deem it appropriate and necessary to excuse the Executive Director from their meetings so that they can conduct specific business (i.e., reports from the Board's auditors, consultants, etc.).

Section 4.03 Qualification for Directors.

- A. Each director shall be at least 18 years of age.
- B. It is illegal for people who have been convicted of certain crimes to hold USEA office or employment. As described in Section 504 of the Labor-Management Reporting and Disclosure Act (LMRDA) individuals convicted of certain crimes are prohibited from holding union office or employment or serving in other prohibited capacities. Any individual that has been convicted of any of the crimes listed in Section 504 are not considered members in good standing.
- C. Any member or employee of USEA may be subject to a background check to determine if the individual has been convicted of any of the crimes listed in section 504 of the LMRDA. If it is found that they are unable to hold office or to be employed by USEA, the individual will be removed from office, or from employment of USEA immediately.

Section 4.04 Newly Created Directorships and Vacancies.

- A. Newly created directorships resulting from an increase in the Service Categories, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office or by a sole remaining director.

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Section 4.05 Area Assignments.

- A. Directors will be assigned to represent USEA with its local affiliates. These areas typically will be geographically aligned to maximize the time and efforts of the respective director.
- B. The Board shall periodically review the distribution of districts to areas and shall adjust the boundaries of each area as necessary to maintain equality of representation among areas.
- C. The Board may adopt policies to govern the adjustment process. The President will contact the local affiliates to let them know who their assigned Board member is.

Section 4.05 Removal.

- A. Any director may be removed at any time for cause at a regular or special meeting called for that purpose by a majority of the Entire Board.

Section 4.06 Resignation.

- B. Any director may resign from the Board at any time by giving written notice to the Board, the president, or the secretary-treasurer of the Association. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

Section 4.07 Association Delegate.

- A. The directors of the Association shall serve as delegates for purposes of conducting the business of the Association with the Utah School Employees Association (USEA), and/or other related Association affiliates, based on the Association delegate allocation parameters established by USEA.
- B. The officers of the Association shall serve as delegates for purposes of conducting the business of the Association with the Utah School Employees Association (USEA), and/or other related Association affiliates, based on the Association delegate allocation parameters established by USEA.

Section 4.08 Meetings.

- A. Delegate Conference and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting.
- B. Special meetings of the Board may be held at any time upon the call of the president or as determined by the Board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

Section 4.09 Notice of Meetings.

- A. Notice of a meeting may be sent by mail, telephone, facsimile transmission, telegraph, courier service, electronic mail, or hand delivery, directed to each director at his or her address or contact information as it appears on the records of the president. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon.
- B. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each director not less than fifteen (15) days before such meeting.

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- C. Notice of a special meeting of the Board must be given to each director not less than fifteen (15) days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible.
- D. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

Section 4.10 Quorum.

- A. At each meeting of the Board, the presence of one-third of the Entire Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the Board present may adjourn the meeting to another time. Notice of such adjournment and the rescheduled meeting shall be given to all Board directors.

Section 4.11 Voting.

- A. Except as otherwise provided by statute or these bylaws, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

Section 4.12 Meeting by Remote Communication.

- A. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

Section 4.13 Action Without a Meeting.

- A. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.14 Compensation.

- A. The Association shall not pay compensation to directors for services rendered to the Association in their capacity as directors. A director may receive reasonable compensation for the performance of services provided to the Association in any capacity separate from his or her responsibilities as a director when so authorized by a majority of the directors then in office and in accordance with Section 10.01 of these bylaws.
- B. Approved expenses shall be reimbursed by the Association. Directors shall provide documentation, including, but not limited to, receipts and mileage, when requesting a reimbursement.

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**ARTICLE V
COMMITTEES**

Section 5.01 Executive Committee and Other Committees of the Board.

- A. The Executive Committee consists of the President, Vice-President, the Secretary-Treasurer. The Executive Director serves as a non-voting advisor to the Executive Committee.
- B. The Executive Committee shall have all the authority of the Board, except that it shall not have such authority in the following matters:
 - a. The filling of vacancies on the Board.
 - b. The amendment or repeal of the bylaws, or the adoption of new bylaws.
 - c. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
 - d. The termination of the Executive Director

**ARTICLE VI
OFFICERS, EMPLOYEES, AND AGENTS**

Section 6.01 Officers.

- A. The officers of the Association shall consist at least of a president, a vice president, and a secretary-treasurer.
- B. Officers shall be nominated by the Delegates or Board of Directors without regard to career family designation.

Section 6.02 Election, Term of Office, and Qualifications.

- A. The officers of the Association shall be elected by a majority vote of the Delegates at Delegate Conference.
- B. Each officer shall hold office for a term of three (3) years and shall continue to serve until such officer's successor is elected and qualified.
- C. If an elected officer is currently serving as a director, their director position will become vacant upon their election to an officer and the vacant position will be filled as outlined in Section 4.04 of these bylaws.
- D. There is no limitation on the total number of terms any member may serve as an officer, however, no member may serve more than two consecutive three-year terms of office.
- E. All officers shall be subject to the supervision and direction of the Board.
- F. Officers of the Association are as follows:
 - a. **PRESIDENT:** The president shall be elected every three years beginning with 2021. The Association president shall be elected without regard to career family designation.
 - b. **VICE PRESIDENT:** This vice president shall be elected every three years beginning with 2021. The vice president shall be elected without regard to career family designation.
 - c. **SECRETARY-TREASURER:** The secretary-treasurer shall be elected every three years beginning with 2021. The Association secretary-treasurer shall be elected without regard to career family designation.

Section 6.03 Removal.

- A. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Entire Board.

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Section 6.04 Resignations.

- A. Any officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

Section 6.05 Vacancies.

- A. A vacancy in any office arising from such officer's earlier death, resignation, or removal shall be filled for the unexpired portion of the term by the Board.

Section 6.06 President.

- A. The president shall preside at all meetings of the Board and Members.
- B. The president shall be a member of the board.
- C. He or she shall have the general powers and duties of supervision and management of the Association which usually pertain to his or her office and shall keep the Board fully informed of the activities of the Association.
- D. The president shall perform all such other duties as are properly required of him or her by the Board.
- E. He or she has the power to sign and execute alone in the name of the Association all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.
- F. The president shall represent the Association with other associations, unions, the media, the state school board, the state legislature, the governor, and allied educational groups.
- G. The president may vote during Board of Directors meetings only when his or her vote will break a tie.

Section 6.07 Vice President.

- A. The vice president is elected by the Delegates and shall, in the absence or disability of the president, perform the duties and exercise the powers of the president.
- B. The vice president shall have such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board.

Section 6.08 Secretary-treasurer.

- A. Shall record and keep the minutes of all meetings of the Board and Members in books/files kept for that purpose.
- B. He or she shall see that all notices and reports are given and served as required by law or these bylaws.
- C. He or she shall sign such instruments as require his or her signature and shall perform all duties as usually pertain to his or her office or as are properly required of him or her by the Board.
- D. Shall render a detailed statement to the Delegates of the condition of the finances of the Association at Delegate Conference and shall perform such other duties as usually pertain to his or her office or as are properly required of him or her by the Board.
- E. The Secretary-treasurer may vote during Board of Directors meetings only when his or her vote will not be related to financial decisions.

Section 6.09 Employees and Other Agents.

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- A. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine.
- B. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 6.10 Compensation.

- A. Any officer, employee, or agent of the Association is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Association when authorized by a majority of the Entire Board, and only when so authorized and in accordance with Section 10.01 of these bylaws.
- B. Approved expenses for any officer, employee, or agent of the Association shall be reimbursed by the Association.
- C. An officer, employee, or agent of the Association shall provide documentation, including, but not limited to, receipts and mileage, when requesting a reimbursement.

**ARTICLE VII
EXECUTION OF INSTRUMENTS**

Section 7.01 Contracts and Instruments.

- A. The Board, subject to the provisions of Section 10.01 and the Association's Conflict of Interest Policy, may authorize any officer or agent of the Association to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness in the name of and on behalf of the Association. Such authority may be general or may be confined to specific instances.
- B. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 7.02 Deposits.

- A. The funds of the Association shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

**ARTICLE VIII
INDEMNIFICATION AND INSURANCE**

Section 8.01 Indemnification.

- A. The Association may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director or officer of the Association, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees.
- B. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

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Section 8.02 Insurance.

- A. The Association shall have the power to purchase and maintain insurance to indemnify the Association for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to Section 8.01 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 8.01 above.

**ARTICLE IX
GENERAL PROVISIONS**

Section 9.01 Fiscal Year.

- A. The fiscal year of the Association shall be September 1 to August 31.

Section 9.02 Books and Records.

- A. The Association shall keep in a secure location correct and complete books and records of the activities and transactions of the Association, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these bylaws, all resolutions of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof.

Section 9.03 Electronic Signatures.

- A. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

**ARTICLE X
INTERESTED PARTY TRANSACTIONS**

Section 10.01

- A. For purposes of these bylaws, an "interested party transaction" is any contract or other transaction between the Association and (a) any present director or any individual who has served as a director in the five years preceding the transaction ("past director"), (b) any family member of a present or past director, (c) any corporation, partnership, trust, or other entity in which a present or past director is a director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five (5) years preceding the transaction ("past officer"), (e) any family member of a present or past officer, or (f) any corporation, partnership, trust, or other entity in which a present or past officer is a director, officer, or holder of a financial interest.
- B. In any instance where the Association proposes to enter into an interested party transaction it shall follow the procedures and rules set forth in the Association's Conflict of Interest Policy adopted by the Board and as amended from time to time (which is attached hereto and incorporated into these bylaws by reference).

**ARTICLE XI
AMENDMENTS**

Section 11.01

- A. These bylaws may only be altered, amended, or repealed by the affirmative vote of the majority of the Delegates present at any meeting of the Delegates at which a quorum is present. Such action is

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authorized only at a duly called and held meeting of the Delegates for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein. The proposed alteration shall be provided to the secretary-treasurer in writing and shall be included in the notice of Delegates meeting.

Section 11.02 Procedure.

- A. The Board shall adopt policies for the proposal of amendments that provide that:
 - a. The Board or any active member of the Association may propose an amendment to these bylaws by submitting the proposed amendment in writing in accordance with policies adopted by the Board.
 - b. Each proposed amendment shall be submitted to the Association's president in writing no less than thirty (30) days in advance of the meeting of the council of delegates at which it is to be voted on.
 - c. Each proposed amendment shall be submitted to the President of USEA for the Board to review the following:
 - i. Potential violations of or conflicts with the USEA's Articles of Incorporation, bylaws, Board policies, affiliation standards or applicable law, and for potential consequences adverse to the Association;
 - ii. The result of the review may prevent the submission of the proposed amendment to the council of delegates.
 - iii. The Bylaw committee will issue a report of its findings to the sponsor of the amendment; and
 - iv. A proposed amendment may be revised in partnership with USEA to bring it into compliance, or it can be withdrawn by the sponsor.

Section 11.03 Submission to the Delegates.

- A. The USEA Board of Directors shall submit each proposed amendment and the results of the review of the proposed amendment to each Delegate at least fifteen (15) days before the meeting at which the amendments are to be voted on.

Section 11.04 Vote and Effective Date.

- A. Any proposed amendment shall be approved, and these bylaws or the Association's Articles of Incorporation amended by a majority vote of the delegates present and voting on the proposed amendment.
- B. In the event of a tie vote, the delegates will be allotted five (5) minutes to designate one speaker in favor of, and one speaker opposed to the amendment. Each designee will then be allotted three (3) minutes to speak to the amendment. Following the speeches, a secret ballot election shall be conducted.
- C. Any proposed amendment approved by the membership shall become effective on the date of approval, unless the amendment specifies a different effective date.

ARTICLE XII

Section 12.01 Effective Date.

- A. These bylaws shall be effective on the date of their approval by the Delegates.

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Section 12.02 Board Policy.

- A. Any item not controlled by these bylaws can be addressed by a Board policy or guideline so long as these policies or guidelines do not conflict with the bylaws, Articles of Incorporation, or the provisions of applicable law.

Section 12.03 Conflicts.

- A. In the event of a conflict with these bylaws, Board policy, procedures, or rules, the provisions of applicable law shall control.

**ARTICLE XIII
NON-DISCRIMINATION**

Section 13.01

- A. In all of its dealings, neither the Association nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

**ARTICLE XIV
REFERENCE TO ARTICLES OF INCORPORATION**

Section 14.01

- A. References in these bylaws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these bylaws.
- B. In the event of a conflict between the Articles of Incorporation and these bylaws, the Articles of Incorporation shall govern.

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