

BYLAWS
of the Virginia Education Association Incorporated

Article I. Objectives

- 1.1 The specific objectives of the Association shall be prepared annually for consideration by the Delegate Assembly.

Article II. Membership

- 2.1 There shall be seven (7) classes of Membership in the Association: Active, Staff, Substitute, Student, Reserve, Retired, and Delegate.
- a. Active Membership shall be open to any person (i) who is engaged in or who is on a limited leave of absence from professional education employment; or (ii) who is employed in or who is on a limited leave of absence from an educational support position; or (iii) who is serving as an executive officer of the Association or of a local affiliate; or (iv) who has been discharged for as long as a legal challenge to such discharge is pending. An Active Member who is engaged in or on a limited leave of absence from professional education employment shall hold a baccalaureate or higher degree, or hold or be eligible to hold the regular teaching, vocational or technical certificate required by their employment. Active Membership is limited to persons who support the goals and objectives of the Association, who are employed by a public or state school system, public or private institution of higher education, State Department of Education, or other public institution devoted primarily to education, regardless of the specific nature of the functions that the person performs at the work site and regardless of who actually employs the person, and who maintain Membership in the National Education Association and in the local affiliate, where one exists. Those Members who are teachers holding Professional Membership in the Association during 1974, who continue teaching and maintain continuing Membership shall maintain the rights of Active Members.
 - b. Staff Membership shall be open to any person employed by the Association or any of its affiliates in a professional staff position.
 - c. Substitute Membership shall be open to an educational employee employed on a day-to-day basis who is eligible for Membership in the Active category, unless said employee is drawing educational retirement benefits and is eligible for NEA/VEA Retired Membership. Substitute Members shall receive benefits and services authorized by the VEA Board of Directors, and shall maintain Membership in the NEA.
 - d. Student Membership shall be open to any student enrolled in or preparing for a teacher-education program in an accredited college or university provided he or she is a member of a Student Virginia Education Association chapter at such college or university.

- e. The VEA-Retired shall be an organization comprised solely of the retired members of the Association. The president of the VEA-Retired shall be chosen by the VEA-Retired membership. The VEA-Retired shall operate in accordance with its bylaws, which shall be compatible with the Constitution and Bylaws of the NEA and VEA. The VEA-Retired shall conduct all elections with open nominations and a secret ballot.
- f. Reserve Membership shall be open to any person (i) who is on a leave of absence of at least six (6) months from the employment that qualifies him or her for Active Membership or (ii) who has held Active Membership in the Association but whose employment status no longer qualifies that individual for such Membership.
- g. Delegate Membership shall consist of those Active Members, Student VEA Members, and Retired Members who shall be elected to that position by the local governance affiliate of which they are Members or by the Student Virginia Education Association or by the Retired Membership. Delegate Membership shall continue only during that period for which a Delegate Member (Delegate) was elected.

2.2 Rights and Limitations

- a. Eligibility for Membership in the Association shall be determined by the local affiliate. Where Association Membership is denied on the local level by virtue of educational position, individual Membership in the Association may be obtained as directed in the Charter and these Bylaws. Educational positions eligible for Membership in all local affiliates shall be determined through secret ballot of the Membership of the affiliate.
- b. The applicant shall be placed in the classification that best describes his or her current employment or leave status.
- c. A member may appeal his or her assigned class of Membership to the Board of Directors.
- d. All Active and Life Members * shall be eligible to receive special services, to obtain assistance in the protection of professional and civil rights, and to receive reports and publications of the Association; provided however, that the VEA shall not negotiate or engage in related activities on behalf of its private sector Members.

** Those Members who established life Membership in the Virginia Teachers Association shall maintain the rights of Active Members.*

- e. Classes of Membership other than Active and Life Members * shall receive those rights and privileges designated by the Board or as elsewhere specified in the Charter and Bylaws.
- f. An individual who is a member of a negotiating team representing either a school board or a board of trustees of a higher education institution shall be denied Membership.

- g. Any member who changes his or her professional or occupational position shall be transferred to the class of Membership applicable to his or her new position; he or she shall not remain in a class of Membership for which he or she is no longer eligible.
- h. Membership shall be continuous unless terminated for cause.
- i. Members who fail to adhere to any of the conditions of Membership as stated in the Charter, Constitution and Bylaws shall be subject to censure, suspension or expulsion.
- j. There shall be no proxy voting on any Association matter except as provided in Article III, Section 3.3 of these Bylaws.

2.3 The Membership year shall be from September 1 through August 31.

2.4 Membership Dues

- a. Dues of Active Members shall be .005 of the average salary of a classroom teacher of the state for the previous year as determined by the State Department of Education. Dues shall be assessed to the nearest dollar.

Dues of persons eligible for Active Membership who are regularly employed in a professional education position for fifty (50) percent or less of the normal schedule for full-time Members (as verified by the local association) shall be one-half (1/2) of the Membership dues regularly required for that Membership classification.

- b. Dues of Active Members who are employed in an Educational Support position shall be one-half (1/2) of the dues of a member in professional educational employment.

Dues of persons eligible for Active Membership who are regularly employed in an Education Support position for fifty (50) percent or less of the normal schedule for full-time Members (as verified by the local association) shall be one-half (1/2) of the Membership dues regularly required for that Membership classification.

- c. Dues of Staff Members shall be one-half (1/2) the dues of Active professional educational employment Members.

- d. Any person (i) who joins as an Active member for the first time after the commencement of the Membership year, (ii) who becomes eligible for Active Membership after the commencement of the Membership year, or (iii) who returns to professional educational employment or to an educational support position from a limited leave of absence after the commencement of the Membership year shall be enrolled in full standing for the remainder of the Membership year by paying the amount of dues which is commensurate with the remaining portion of the Membership year.

- e. VEA Active membership will be continued for a VEA member who is a military reservist called to active duty. Dues for such members will be suspended when his/her salary is terminated and will remain suspended until the school salary is resumed or at the end of the current membership year.
- f. Dues of Student Members shall be determined by the Student Virginia Education Association and approved by the Board of Directors. The dues of the advisors to the SVEA will be determined by the Board of Directors.
- g. Those Active Members who have been Members of the SVEA shall receive a dues rebate for their first year of Active Membership eligibility; such rebate shall be calculated on the basis of \$5 for each year of their SVEA Membership upon appropriate verification of such Membership.
- h. Dues of Reserve professional educational Members shall be one-half (1/2) the dues amount of Active professional educational employment Members. Dues of Reserve ESP Members shall be one-half (1/2) the dues of Active Members employed in an Educational Support position.
- i. Dues of Substitute Members shall be one-half (1/2) the dues of Active Members employed in an Educational Support position.
- j. Dues of Retired Members shall be as recommended by the Board of Directors to the Delegate Assembly.
- k. For the purpose of conducting a public relations campaign, there shall be an assessment for Active members, with members paying one-half (1/2) dues paying one-half (1/2) the annual assessment. Beginning in fiscal year 2011-12, the annual assessment shall be \$2. The amount shall increase by \$2 for each year through fiscal year 2015-16 and, thereafter, continue at \$10. Beginning in fiscal year 2016-17, the Association annually shall credit to the public relations campaign any interest or investment income earned on any accumulated public relations campaign funds.

2.5 Dues Transmittal and Enforcement Procedures

- a. The Association shall enter into contracts with local affiliates governing the transmittal of Association dues. Local affiliates shall have the full responsibility for transmitting Association and national dues on a contractual basis.

Standards and contracts for transmitting dues shall be developed between the Association and each local affiliate.

- b. A local affiliate which becomes delinquent in its contracted transmittal schedule by more than thirty (30) days shall be assessed a penalty of two (2) percent on the overdue balance.

- c. The dues transmittal shall be up-to-date in order for Delegates to be seated at the Delegate Assembly.
- d. Any Active Member in another state association who transfers from another state during the current school year and whose dues are paid in full to such state association and who also belongs to the National Education Association shall receive from this Association all the rights and privileges of Active Membership until the beginning of the next Membership year, provided that the state association from which the member has transferred offers a reciprocal Membership to this Association. Such Membership shall begin upon official notification to this Association by the member that he or she wishes to exercise Active Membership privileges.

Article III. Delegate Assembly

3.1 The Delegate Assembly shall:

- a. Enact the Resolutions and establish other Association policies and objectives;
- b. Adopt the annual budget;
- c. Establish the dues of the Association;
- d. Amend the Constitution and these Bylaws;
- e. Participate in the amending of the Charter as stated therein;
- f. Adopt the rules and agenda governing its meetings;
- g. Hear the candidates for the office of President, Vice President and all Directors elected at large;
- h. Establish or discontinue such commissions or committees not established elsewhere in this document;
- i. Have jurisdiction over the final approval of credentials and seating of its Delegates;
- j. Enact other such measures as necessary to achieve the goals and objectives of the Association, which are not in conflict with the Charter, the Constitution or these Bylaws.
- k. Adopt new business items which will be effective until the next Delegate Assembly.

3.2 Credentials Committee

- a. A Credentials Committee shall be established for the purpose of registering Delegates to the Delegate Assembly.
- b. The Committee shall be composed of not less than five (5) Members appointed by the President.
- c. Prior to the first business session of the Delegate Assembly the Committee shall prepare and submit to the President a list of duly elected Delegates and a list of alternates who are persons eligible to act as proxies for Delegates ("alternates").
- d. The Committee shall determine the number of Delegates to which each local association, cluster of local associations for electing administrator Delegates, college affiliate or cluster of college affiliates, or Retired Membership is entitled.
- e. The Committee shall determine the number of student Delegates to which the SVEA is entitled.

3.3 Election of Delegates and Alternates.

- a. Delegates and alternates shall be nominated and elected through provisions of the local affiliates which include open nominations, secret ballot, the one-member one-vote principle, and ethnic minority, administrator, and educational support representation guarantees. There shall be no voting by proxy on any Association matter whatsoever except that a Delegate shall appoint, if he or she is unable to attend a meeting of the Delegate Assembly, as his or her proxy, that person elected by the local governance affiliate of which the Delegate is a member. Such proxy shall be an Active Member of the Association and a member of such affiliate. Upon having received such proxy such person shall be deemed a Delegate.
- b. The number of Delegates shall be based on the number of Active Members of the Association as of November 25 prior to the opening of the Annual Delegate Assembly of the Association.
- c. The list of Delegates and alternates so elected shall be certified in writing by the president, one other elected officer, and one election judge of the affiliate. These lists shall be submitted to the Executive Director or official designee 45 days prior to the meeting for which they were elected. Any change in the list so submitted shall be made only upon written request by the president or secretary of the affiliate and received by the Credentials Committee.
- d. Candidates for officers and directorships of the Association shall in the same election also be candidates for a position as an ex officio Delegate to the Annual Meeting.

- e. The district vice president may be elected as an alternate ex officio Delegate to the annual meeting for the director from that district.
- f. Delegates and alternates shall be elected for each meeting of the Association.
- g. Administrator Delegates and alternates in local associations who cluster for purposes of Delegate representation shall be nominated and elected through specific provisions approved by the Board of Directors and shall include open nominations, secret ballot, and the one-member one-vote principle.
- h. Student Delegates and alternates shall be nominated and elected through the provisions of the SVEA which shall include open nominations, secret ballot, the one-member one-vote principle and ethnic minority representation guarantees. The number of SVEA Delegates shall be based on the number of SVEA Members as of November 25 prior to the opening of the annual Delegate Assembly of the Association.
- i. Retired Delegates and alternates shall be nominated and elected through specific provisions approved by the Board of Directors and shall include open nominations, secret ballot, and election by the Retired Members.

Article IV. Officers

4.1 The President

- a. The President shall be the chief executive officer of the Association and its policy leader. The President shall:
 1. Represent the Association on matters of policy or assign responsibility for such representation;
 2. Prepare the agenda for governing bodies of the Association and the program for the Delegate Assembly;
 3. Appoint all chairpersons and Members of commissions and committees with the advice of the Board except as specified in these Bylaws. Such chairperson and Members to serve at the pleasure of the President, except where a term is fixed by these Bylaws;
 4. Serve as a member, ex officio non-voting, on all committees authorized by the governing bodies;
 5. Direct the preparation of the budget;
 6. Make recommendations to the Board of Directors and other bodies of the Association;

7. Perform such other duties as may be directed by the Board of Directors or by the Delegate Assembly.

- b. The President's term shall commence on August 1 of the year of his or her election.

4.2 The Vice President

- a. There shall be a Vice President. The Vice President shall:

1. Act for the President when he or she is unable to perform the duties of his or her office;
2. Serve as chairperson of the Resolutions Committee;
3. Perform such other duties as are stipulated by the Constitution, by these Bylaws and by the President;

- b. The Vice President's term shall commence on August 1 of the year of his or her election.

4.3 The President-Elect

- a. There shall be a President-Elect. The President-Elect shall:

1. Serve as a member, ex officio non-voting, of all committees and the Board of Directors;
2. Perform all duties designated by the President;

- b. The President-Elect's term shall commence from his or her declaration by the Board or Delegate Assembly until August 1 when he or she assumes the office of President.

4.4 The Treasurer

- a. There shall be a Treasurer whose duties are defined elsewhere in these Bylaws.

4.5 The Secretary

- a. There shall be a Secretary as required by the Law of Virginia.

Article V. Directors

5.1 The Board of Directors shall:

- a. Implement policies established by the Delegate Assembly; however, motions that the Delegate Assembly fails to pass will not be considered by the VEA Board of Directors or VEA committees until the next Delegate Assembly, unless the VEA Board of Directors certifies by a 2/3 vote that the matter is both urgent and of essential interest to the VEA and its membership.
- b. Determine the time and place of the Annual Meeting of the Association and, in the event of an emergency, shall have the power to postpone the Annual Meeting by a two-thirds (2/3) majority of the Board;
- c. Establish procedures and/or requirements of affiliation consistent with the standards as set forth by the National Education Association and the Constitution and Bylaws of the Association;
- d. Receive all reports of the Executive Director, the Treasurer, and the VEA committees, and shall transmit with its recommendation such reports as may be appropriate to the Delegate Assembly;
- e. Receive all proposed amendments to the Charter, Constitution and these Bylaws and forward them to the Delegate Assembly as provided by law;
- f. Be responsible for hiring the Executive Director and negotiating his/her salary and other terms of employment;
- g. Be responsible for negotiating contractual agreements with staff;
- h. Be responsible for recommending to the Delegate Assembly a budget for the Association;
- i. Be responsible for fiscal decisions that alter the budget expenditures between sessions of the Delegate Assembly except that no division budget expenditures can be adjusted more than ten (10) percent without at least a thirty (30) days prior notification to the Membership of the Association;
- j. Meet at least four (4) times during the Membership year;
- k. Approve the appointees of the President to all commissions;
- l. Perform such other duties as may be required in the Charter, Constitution and these Bylaws; and
- m. Assume office on August 1 in the calendar year in which they are elected.

- n. Be a Delegate to the VEA Delegate Assembly and the NEA Representative Assembly. This election shall be concurrent with the election to the VEA Board of Directors.

5.2 The Executive Committee

- a. The President, Vice President, and senior NEA Director shall be Members of the Executive Committee.
- b. The Board of Directors shall additionally elect by majority vote not less than six (6) Board Members for a term of one year, commencing August 1.
- c. The election shall be held during the last regularly scheduled meeting of the Board of Directors preceding new Members taking office. Members of the Executive Committee will assume office on August 1.
- d. The Executive Committee shall:
 - 1. Meet when necessary in the interim between meetings of the Board to consider immediate problems within the purview of the Board;
 - 2. Make recommendations to the Board;
 - 3. Act for the Board in those areas designated by the Board;
 - 4. Have the right by a majority vote to direct the President to call a meeting of the Board of Directors;
 - 5. Serve as the Budget Committee.

- 5.3** Electronic Board and Executive Committee Meetings – The Board and Executive Committee may hold electronic meetings employing technology facilitating simultaneous aural communication. In addition to requirements for other meetings, the written notice for electronic meetings shall include access information.

Article VI. Commissions and Committees

6.1 Commissions

- a. The terms of commission Members shall be for three years. As terms expire, the President shall appoint new Members to be approved by the Board of Directors. Vacancies shall be filled for the unexpired term by appointment of the President with the approval of the Board of Directors. A commission member may serve a maximum of two terms.

- b. The size and functions of commissions shall be determined by the Delegate Assembly at the time of establishment unless otherwise specified in the Constitution or these Bylaws.

6.2 Standing Committees

- a. Annual appointments of standing committees shall be made by the President.
- b. The Delegate Assembly shall be presented annually with a list of proposed standing committees by the President and/or Board of Directors for its approval.
- c. The size of all standing committees shall be established at the time of their creation.

6.3 Special committees may be established by the Delegate Assembly or by the Board of Directors or by the President for the purpose of accomplishing a specific task within a limited period of time.

6.4 Commission and Committee Membership

- a. All appointments shall be made on the basis of individual expertise and ability to make substantial contributions in the specific area of concern.
- b. Absence of a member from two consecutive meetings shall constitute resignation.
- c. A member shall vacate his or her seat if a change in his or her educational position shall violate the provision of the Charter, Constitution and/or Bylaws.

6.5 The Professional Rights and Responsibilities Commission shall have the power to investigate and resolve matters related to the violation of professional relations, brought to its attention officially by a local association or by any member of the Association. The Professional Rights and Responsibilities Commission shall be composed of fifteen (15) Members.

6.6 Standing Committees (Permanent)

- a. **Resolutions.** This committee will review the Resolutions; evaluate recommendations from standing and special committees, districts, local affiliates and Members; and prepare the Resolutions for consideration by the Delegate Assembly. The Resolutions Committee shall be appointed by the President.
- b. **Legislative Committee.** This committee will make recommendations of legislative priorities in cooperation with the Resolutions Committee to the Delegate Assembly. In addition, it will further function in an advisory capacity during the Virginia General Assembly session. The Legislative Committee shall be composed of four Members appointed by the President and four elected from the Board of Directors.

- c. **Elections and Campaign Practices Committee.** This committee shall be organized and shall function as established elsewhere in these Bylaws.
- d. **Credentials Committee.** This committee shall be organized and function as established elsewhere in these Bylaws.

6.7 Electronic Commission and Committee Meetings – Commissions and committees may hold electronic meetings employing technology facilitating simultaneous aural communication. In addition to requirements for other meetings, the written notice for electronic meetings shall include access information.

Article VII. Elections

7.1 Elections of the Association shall be conducted according to the Charter, Constitution and these Bylaws. There shall be an Elections and Campaign Practices Committee which shall:

- a. Be composed of a maximum of ten (10) Members, five members elected by the Board of Directors and five appointed by the President;
- b. Have primary responsibility for certifying that all nominations are made in accordance with the established election procedure;
- c. Make petitions for all positions for Association officers and all at-large Directors open in the coming year available to any member of the Association upon request;
 - 1. Receive signed petitions for the positions of President, Vice President and all at-large directors postmarked no later than 11:59 PM January 10 preceding the date of the election;
 - 2. If delivered by the transmittal procedure in Article XII, signed petitions shall be delivered no later than 5:00 PM on January 10 preceding the date of the election;
 - 3. Such transmittal must be in accord with procedures specified elsewhere in these Bylaws;
- d. Determine that the petitions contain signatures of at least one hundred (100) Active Members of the Association;
- e. Publish and distribute to all Members information on all candidates for offices of the Association and at-large directors not less than twenty-five (25) nor more than fifty (50) days prior to the opening date of the Annual Meeting;
- f. Have the electronic ballot prepared, the order of candidates' names to be determined by lot;

- g. Conduct the election and, if necessary, the run-off election electronically. Candidates will be elected by a majority of the elected delegates in attendance at the VEA Delegate Assembly voting or by plurality as defined by these Bylaws for the alternate ESP at-large Directors.
- h. Certify to the elected delegates at the VEA Delegate Assembly and the candidates the results of the elections. The delegates shall declare all those receiving a majority to have been duly elected. The delegates shall also declare the individual so elected as President to be the President-Elect until such time as he or she assumes the Presidency;
- i. Conduct a run-off election for any position where a candidate has not received a majority vote between the two individuals receiving the highest number of votes. The conduction of the run-off shall be consistent with the process established for the original election and should be completed no later than the last session of the VEA Delegate Assembly;
- j. If a candidate wishes to challenge the Election Committee's final certification of the results of an election, he/she may appeal the committee's decision to the VEA Delegate Assembly prior to the adjournment of the final session of the Delegate Assembly. The decision of the VEA Delegate Assembly shall be final;
- k. Review the Campaign Regulations and make recommendations to the VEA Board of Directors;
- l. Meet during the Delegate Assembly to respond to campaign inquiries;
- m. Review VEA Statewide candidates' campaign practices and expenditures and report to the VEA Board of Directors; and
- n. Review statewide election procedures and make recommendations to the VEA Board of Directors.

7.2 Election of Directors

- a. Board Members shall assume office August 1 in the calendar year in which they are elected.
- b. There shall be open nominations for the position through the method of petitions submitted with signatures of fifty (50) Active Members to an appropriate elections and campaign practices committee at the District and/or by nominations from the floor of a general meeting of the District. Election shall be by majority vote of those voting in a secret ballot of Active Membership of the District. If there is only one candidate for the position, the election may be waived, and the candidate declared elected by the District Board of Directors.
- c. There shall be open nominations for the position of Retired Member Director(s) through the method of petitions submitted with signature of fifty (50) Retired Members to the VEA

Elections and Campaign Practices Committee. Election shall be by majority vote of those voting in a secret ballot of the Retired Membership of the Association.

- d. In the event of a vacancy in the office of a Director from a District, that vacancy shall be filled by the successor if one has already been elected. The elected successor may complete the unexpired term and serve his or her own term. If a successor has not been elected, a special election shall be held of the District Membership for the purpose of completing the unexpired term. A position of Interim Director may be filled, upon recommendation of the District, by the VEA Board of Directors, until an election can be held.
- e. In the event of a vacancy in the office of a Retired Member Director, that vacancy shall be filled by the successor if one has already been elected. The elected successor may complete the unexpired term and serve his or her own term. If a successor has not been elected, a special election shall be held of the Retired Members for the purpose of completing the unexpired term. A position of Interim Director may be filled, upon recommendation of the VEA Retired Council, by the VEA Board of Directors, until an election can be held.
- f. The Executive Director shall declare, if necessary, a special election to elect Active Members who are school administrators to the Board of Directors. The Executive Director, who shall be the Secretary of the Association, shall determine the number of Directors to be elected according to the proportionate school administrator Membership as of the preceding August 31. The Executive Director shall determine that such special election is necessary if the Membership of school administrators on the Board of Directors falls six percentage (6%) points below their Membership in the Association as of the preceding August 31. At-large ethnic minority Directors elected and the ex officio Directors shall not be counted in determining the classroom teacher/administrator proportionate representation. This election shall be held simultaneously with the election of the President and Vice President of the Association. If there is only one petitioned candidate for the seat, the election may be waived and the candidate declared elected by the Board of Directors. A position of Interim Director may be filled by the VEA Board of Directors until an election can be held.
- g. The Executive Director shall declare, if necessary, a special election to elect Active Members who are ethnic minorities to the Board of Directors. The Executive Director shall determine the number of Directors to be elected according to the proportionate ethnic minority Membership as of the preceding August 31. The Executive Director shall determine that such special election is necessary if the Membership of ethnic minorities on the Board of Directors falls six (6) percentage points below their Membership in the Association as of the preceding August 31. This election shall be held simultaneously with the election of the President and Vice President of the Association. If there is only one petitioned candidate for the seat, the election may be waived and the candidate declared elected by the Board of Directors. A position of Interim Director may be filled by the VEA Board of Directors until an election can be held.

- h. There shall be an election to elect by plurality Active Members who are employed as educational support professionals to alternate seats on the Board of Directors to insure minimum ESP proportionate representation. The election shall be held simultaneously with the election of the President and Vice President of the Association beginning in 2006.

The number to be elected will be based on the number required by Article of Incorporation D.8.(c) plus two (2) alternates. Those elected by such special election shall serve if by regular election the membership of ESP directors on the Board of Directors falls ten percentage (10%) points below the ESP membership in the Association as of the preceding August 31.

The Executive Director shall declare the alternate ESP directors elected by this method will be seated as a director on the Board only as the need for such representation occurs, with the alternate Director who receives the highest number of votes taking the first seat, the alternate Director receiving the second highest number of votes taking the second seat, the alternate Director receiving the third highest number of votes taking the third seat, and so on until the full number of positions allocated by the membership numbers are filled.

- i. The Student Director shall be nominated and elected through the provisions of the Student Virginia Education Association which shall include open nominations and secret ballot.
- j. The Executive Director shall declare, if necessary, an election simultaneously with the election of the President and Vice President to elect Retired Member(s) to the Board of Directors to insure Retired representation. The Executive Director shall determine the number of directors to be elected according to the Retired Membership as of August 31. Retired Members shall be entitled to be represented by one Retired Director for each 2,000 Retired Members. The election of these Retired Directors shall be by the Retired Membership. If there is only one petitioned candidate for the seat, the election may be waived and the candidate declared elected by the Board of Directors. A position of Interim Director may be filled, upon recommendation of the VEA Retired Council, by the VEA Board of Directors until an election can be held.
- k. Directors elected by the Districts and those ethnic minority directors, school administrator, Retired Member, and educational support directors elected in special elections, shall serve a term of two (2) years and shall serve no more than two (2) full consecutive terms.
- l. Vacancies arising in the at-large school administrator, ethnic minority, and/or educational support director(s) held by person(s) elected from within the state shall be filled by the affirmative vote of a majority of the Directors then in office. Appointed director(s) shall serve until the first opportunity that a successor director may be elected at the next regular election in accordance with the regular election procedure.
- m. In the event of a vacancy in the office of a Retired Member Director that vacancy shall be filled by the successor if one has already been elected. The elected successor may complete the unexpired term and serve his or her own term. If a successor has not been

elected, a special election shall be held of the Retired Members for the purpose of completing the unexpired term.

- n. A Director shall immediately relinquish the position held on the Board when such Director ceases to be employed in the category represented.
- o. The Executive Director shall declare a vote for recall of officers elected by the District upon petition of twenty-five (25) percent of the Active District Membership.
- p. The Executive Director shall declare a vote for recall of officers elected by the Retired Members upon petition of twenty-five (25) percent of the Retired Membership.

7.3 NEA Director and NEA Delegates

- a. The nomination and election of Director(s) and alternate Director(s) for the NEA and Association Delegates to the annual NEA convention shall be done in accordance with the Constitution and Bylaws of the National Education Association and the Association. The President shall be elected in the same election if eligible to be first alternate NEA Director. The Vice President shall be elected in the same election if eligible to be the second alternate NEA Director.
- b. In an election for NEA Director, if there is only one petitioned candidate for the seat, the election may be waived and the candidate declared elected by the Board of Directors.
- c. Provisions shall be made for all eligible NEA Members to vote.
- d. Candidates for officers and Directorships of the Association shall in the same election also be candidates for a position as an Association Delegate to the VEA and NEA conventions. Successor Delegates for those directors may be elected. Should successor Delegates be elected, they must be elected in the same election. Additional Association Delegate positions shall be elected at-large according to requirements of the NEA Constitution and Bylaws and will, if necessary, be reserved to fulfill ethnic minority and classroom teacher/administrator proportionate representation.
- e. In the event of a vacancy in the position of NEA Director, the elected alternate shall serve until such time that an election may take place.

Article VIII. Affiliates and Special Interest Groups

- 8.1** All affiliates of the Association shall be chartered by majority vote of the Board of Directors.
- 8.2** A governance affiliate, the basic unit of self-governance within the Association may be organized in each county and city within the state, for the State Department of Education, for each regional

trade school of the State of Virginia, for each institution of higher education, and for such other special educational institutions as the Board of the Association may, from time to time, approve. The affiliate shall meet the minimum standards of affiliation.

- 8.3** A group or unit seeking governance affiliation shall file a written application including copies of its governance documents with the Board of Directors. The affiliate shall have governance documents which shall be compatible with those of the Association.
- 8.4** The Association shall not affiliate a governance affiliate unless it meets the following minimum standards:
- a. Each affiliate shall apply the one-member one-vote principle for representation on its governing bodies and elected delegations except that the affiliate shall guarantee ethnic minority representation at least proportionate to its ethnic minority Membership. Where an all-inclusive affiliate exists, it shall provide proportionate representation between its classroom teacher Members and its administrator Members.
 - b. The affiliate shall conduct all elections with open nominations and a secret ballot.
 - c. The affiliate shall require Active Membership in the Association and in the National Education Association for all of the affiliate's Active Members who are eligible for such Membership.
 - d. The affiliate shall adopt a policy that recognizes the preeminence of the Code of Ethics of the Education Profession.
 - e. The affiliate shall have the same Membership year as that of the Association.
 - f. The affiliate shall have its fiscal year designated in its Bylaws.
- 8.5** The Association shall charter no more than one (1) local affiliate within the same jurisdictional boundary, with the exception that affiliates not competing for the same class of Membership may be chartered. Where two (2) or more governance affiliates of the same class of Membership qualify for affiliation in the same jurisdictional boundaries, the Association shall charter the prospective affiliate with the greater number of Active Members.
- 8.6** Any special interest group may be recognized by a majority vote of the Board of Directors. Any proposed relationship between the Association and the special interest group shall be discussed by the Board of Directors and the group seeking the relationship. Final decision concerning any such relationship rests with the majority of the Board of Directors.

Article IX. Impeachment and Removal; Recall

- 9.1** Removal of an officer elected at large or a Director to the NEA Board shall require a petition stating the complaint and signed by two thousand (2000) Active Members or by petition of complaint of

two-thirds (2/3) of the Board at which time the Professional Rights and Responsibilities Commission shall hold a due process hearing. Due process as used herein shall be defined by the Professional Rights and Responsibilities Commission subject to approval by the Board of Directors. The Commission may direct that the officer be removed from office if seventy-five (75) percent of its Membership agree to the petition.

- 9.2 Officers elected by District may be recalled if twenty-five (25) percent of the Active Membership of the District requests such recall by a petition and a majority of the Active Members in the District affirm the recall.
- 9.3 VEA-Retired officers elected by the Retired Membership may be removed if twenty-five (25) percent of the Retired Membership requests such removal by petition and the majority of the Retired Members affirm the removal.
- 9.4 The method of impeachment and removal and recall set forth herein does not exclude any other method provided by the Law of Virginia.

Article X. Staff of the Association

- 10.1 Executive Director. The Board of Directors shall employ an Executive Director who shall be the Secretary and the chief administrator of the Association. He or she shall be responsible to the Board of Directors. The Executive Director shall:
 - a. Employ, direct and supervise all Association staff unless otherwise specified in these Bylaws;
 - b. Serve as a consultant to the governing bodies of the Association;
 - c. Advise the officers and governing bodies on all policy matters through appropriate reports and recommendations;
 - d. Represent the Association as spokesperson on matters of established policy at the discretion of the President;
 - e. Meet periodically with the President, Vice President and appropriate staff to confer on Association policies and procedures;
 - f. Advise and assist the Executive Committee acting as the Budget Committee in preparing the budget, and administer the budgets authorized by the governing bodies of the Association;
 - g. Co-sign and/or authorize a designee to co-sign with the Treasurer or his or her designee all authorizations for disbursement from the Association funds;

- h. Notify local affiliates of the number of Delegate Assembly Delegates to which they are entitled;
- i. Furnish each member appropriate evidence of Membership;
- j. Receive all petitions, amendments and ballots and certify from the current Association Membership list any necessary Membership qualifications; and
- k. Perform such other duties as may be assigned by the Board of Directors.

10.2 Treasurer. There shall be a Treasurer employed who shall be responsible to the Executive Director and Board of Directors unless otherwise provided for in these bylaws. The Treasurer shall:

- a. Have the custody of and be responsible for all monies and securities of the Association;
- b. Deposit all funds in such bank or banks as may be designated by the Board of Directors;
- c. Disburse funds of the Association only upon proper receipts or vouchers, and a monthly report of disbursements shall be made by the Treasurer to the President;
- d. Maintain full and complete books of account;
- e. See that all expenditures are duly authorized;
- f. Submit at each annual meeting of the Association a written report of the financial affairs of the Association covering the last fiscal year, from September 1 to August 31, inclusive; and
- g. Submit, upon request of the Board of Directors, any information concerning financial matters of the Association as may be required by it.

10.3 Staff. The following principles shall govern employment and functions of staff as agents of the Association;

- a. Local and state staff shall be eligible only for Staff Membership and shall not hold elective or appointive positions at any level within the Association;
- b. The Association shall be an equal opportunity employer;
- c. The Association shall recognize the right of its employees to organize for the purpose of collective bargaining.

Article XI. Amendment Procedures

11.1 Timetable for Amendments

- a. All charter amendments must be submitted no later than 100 days prior to the opening date of the Annual Delegate Assembly. Provisions for amending the Charter shall be as set forth in the Charter.
- b. All amendments to the Constitution and Bylaws for which the originators desire legal advice by counsel or written comment must be submitted to the President, Executive Director or his or her official designee no later than 120 days prior to the opening date of the Annual Delegate Assembly.
- c. Written recommendations from counsel shall be returned to the originators no later than 105 days prior to the opening date of the Delegate Assembly.
- d. All final submission or resubmission of proposed amendments must be received by the President, Executive Director or his or her official designee, no later than 75 days prior to the opening date of the Annual Delegate Assembly.
- e. All proposed amendments shall be published and sent to the Membership not less than 25 nor more than 50 days prior to the opening date of the Annual Delegate Assembly.

11.2 Withdrawal of Proposed Amendments

- a. Request for withdrawal of proposed amendments to the Constitution or to these Bylaws shall be in writing and shall be granted provided the request is signed by the majority of the originators.
- b. Requests for withdrawal of proposed amendments to the Constitution or to these Bylaws which have become the property of the Delegate Assembly shall be granted upon majority vote of the Delegate Assembly.

11.3 All proposed amendments not withdrawn by their originators shall be submitted to the Delegate Assembly.

Article XII. Transmittal of Official Documents

12.1 Documents to be transmitted to the Association under the provisions of the Charter, Constitution and Bylaws shall be transmitted to the Association by either the U. S. Postal Service or a commercial carrier that will supply a receipt or hand delivered no later than 5:00 PM of the appropriate business day to the President, Executive Director or his or her official designee.

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