

ARTICLES OF INCORPORATION
of the Virginia Education Association, Incorporated

A.

The name of the corporation is Virginia Education Association, Incorporated.

B.

The purposes for which the corporation (the "Association") is organized are: to speak for education; advance the cause of education for all individuals; promote professional excellence among educators; gain recognition of the basic importance of the teacher in the learning process; protect the rights of educators and advance their interests and welfare; secure professional autonomy; unite educators for effective citizenship; promote and protect human and civil rights; and obtain for its members the benefits of an independent, united teaching profession.

C.

The Association shall have members with rights and obligations as follows:

1. Membership shall be open to all persons actively engaged in the profession of teaching or in other educational work who shall agree to subscribe to the goals and objectives of the Association and to abide by its Articles of Incorporation, Constitution and Bylaws. Eligibility for membership in the Association shall be determined by the local governance affiliate through which a person seeks to become a member. The applicant shall be placed in the classification which best describes his or her current employment or leave status.

The local governance affiliates of the Association are as follows: **Accomack** Education Association; **Albemarle** Education Association, Inc.; Education Association of **Alexandria**, Inc.; **Alleghany** Education Association; **Amelia** Education Association; **Amherst** Education Association, Inc.; **Appomattox** County Education Association, Inc.; **Arlington** Education Association, Inc.; **Augusta** County Education Association; **Bath** County Education Association, Inc.; **Bedford** County Education Association, Inc.; **Bland** County Education Association; **Botetourt** Education Association; **Bristol** Virginia Education Association; **Brunswick** Education Association; **Buchanan** Education Association; **Buckingham** Education Association; **Buena Vista** Education Association; **Campbell** County Education Association, Inc.; **Caroline** Education Association; **Carroll** Education Association; **Charles City** Education Association; **Charlotte** County Education Association, Inc.; **Charlottesville** Education Association, Inc.; **Chesapeake** Education Association; **Chesterfield** Education Association, Inc.; **Clarke** County Education Association, Inc.; **Colonial Beach** Education Association; **Colonial Heights** Education Association; **Covington** Education Association; **Craig** County Education Association; **Culpeper** County Education Association, Inc.; **Cumberland** Education Association; **Danville** Education Association, Inc.; **Dickenson** Education Association; **Dinwiddie** Education Association, Inc.; **Essex** Education Association; **Fairfax** Education Association, Inc.; **Falls Church City** Education Association;

Fauquier Education Association, Inc.; **Floyd** County Education Association; **Fluvanna** Education Association; **Franklin City** Education Association; **Franklin County** Education Association; **Frederick** County Education Association; **Fredericksburg** Education Association, Inc.; **Galax** Education Association; **Giles** Education Association; **Gloucester** Education Association, Inc.; **Goochland** Education Association; **Grayson** County Education Association, Inc.; **Greene** County Education Association; **Greensville** Education Association; **Halifax** Education Association, Inc.; **Hampton** Education Association, Inc.; **Hanover** Education Association; **Harrisonburg** Education Association, Inc.; **Henrico** Education Association; **Henry** County Education Association, Inc.; **Highland** County Education Association, Inc.; **Hopewell** Education Association, Inc.; **Isle of Wight** Education Association; **King George** Education Association, Inc.; **King and Queen** Education Association; **King William** Education Association; **Lancaster** Education Association, Inc.; **Lee** County Education Association; **Loudoun** Education Association; **Louisa** County Education Association; **Lunenburg** Education Association; **Lynchburg** Education Association, Inc.; **Madison** County Education Association; **Maggie L. Walker** Education Association; **Manassas** Education Association; **Manassas Park** Education Association; **Martinsville** Education Association, Inc.; **Mathews** Education Association; **Mecklenburg** Education Association; **Middlesex** Education Association; **Montgomery** County Education Association, Inc.; **Nelson** County Education Association; **New Kent** Education Association; **Newport News** Education Association, Inc.; Education Association of **Norfolk**, Inc.; **Northampton County** Education Association; **Northumberland County** Education Association, Inc.; Education Association of **Norton**; **Nottoway** Education Association; **Orange** County Education Association; **Page** County Education Association, Inc.; **Patrick** County Education Association, Inc.; **Petersburg** Education Association, Inc.; **Pittsylvania** Education Association, Inc.; **Poquoson** Education Association, Inc.; **Portsmouth** Education Association; **Powhatan** County Education Association; **Prince Edward** Education Association; **Prince George** Education Association, Inc.; **Prince William** Education Association, Inc.; **Pulaski** County Education Association; **Radford** Education Association; **Rappahannock** County Education Association, Inc.; **Richmond** Education Association of Richmond, Inc.; **Richmond County** Education Association; **Roanoke** Education Association, Inc.; **Roanoke County** Education Association; **Rockbridge-Lexington** Education Association, Inc.; **Rockingham** County Education Association, Inc.; **Russell** County Education Association; **Salem** Education Association; **Scott** County Education Association; **Shenandoah** County Education Association, Inc.; **Smyth** County Education Association; **Southampton** Education Association; **Spotsylvania** Education Association, Inc.; **Stafford** Education Association, Inc.; **Staunton** Education Association, Inc.; Education Association of **Suffolk**; **Surry** Education Association; **Sussex** Education Association; **Tazewell** Education Association; **Virginia Beach** Education Association, Inc.; **Warren County** Education Association; **Washington** County Education Association; **Waynesboro** Education Association, Inc.; **West Point** Education Association; **Westmoreland** Education Association; **Williamsburg-James City** Education Association, Inc.; **Winchester** Education Association, Inc.; **Wise** County Education Association; **Wythe** County Education Association, Inc.; **York** Education Association, Inc.; **New River Community College**; **Patrick Henry Community College** affiliate; **Radford University** affiliate; **Virginia Polytechnic Institute and State University** affiliate; **Virginia State University** affiliate; and **Virginia School for the Deaf and the Blind at Staunton** affiliate.

Where Association membership is denied on the local level by virtue of educational position, individual membership in the Association may be attained by direct application to the Association. A member may appeal his or her assigned class of membership to the VEA Board of Directors. Furthermore, an eligible person who cannot apply to a local governance affiliate because of his or her place of employment may apply directly to the Association. Educational positions eligible for membership in all local governance affiliates shall be determined through secret ballot of the membership of such affiliate. Any 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 in the Association. Any member of the Association who changes his or her professional or occupational position shall be transferred to the class of membership, if any, applicable to the new position; he or she will not remain in a class of membership for which he or she is no longer eligible. Membership shall be continuous unless terminated for cause.

2. Members shall adhere to the Code of Ethics of the Education Profession.
3. The Association shall not deny membership to individuals on the basis of race, creed, national origin, religion, sex, sexual orientation or gender identity.
4. All members shall pay such dues as may be established in the Constitution and Bylaws of the Association.
5. There shall be seven (7) classes of membership in the Association as follows:
 - (a) **Active** Membership shall be open to any person (i) who is engaged in employment or who is on 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 educational employment shall hold a baccalaureate or higher degree, or hold or be eligible to hold regular teaching, vocational or technical certificates 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 established life membership in the Virginia Teachers Association shall maintain the rights of Active Members. Those members who were teachers holding Professional membership in the Association during 1974, who continue teaching and maintain continuing membership shall maintain the rights of Active Members. All Active Members shall be eligible to receive special services, to obtain assistance and 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.

- (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 the Student Virginia Education Association Chapter at such college or university.
 - (e) **Retired** Membership shall be open to any retired employee of a school division, college or university, or other institution devoted primarily to educational work.
 - (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 who shall be elected to that position by the local governance affiliate of which they are members. Delegate membership shall also be granted to those members of the Student Virginia Education Association and to Retired Members who shall be elected to that position. Delegate membership shall continue only during that period for which a Delegate Member (Delegate) was elected.
6. (a) VEA members who fail to adhere to any of the conditions of membership stated in the Articles of Incorporation, Constitution and/or Bylaws of the Association shall be subject to censure, suspension or expulsion by the VEA.
 - (b) No VEA member may be censured, suspended or expelled by the VEA from membership without the right to a due process hearing which shall also include the right of appeal to the Executive Committee.
 - (c) VEA will not censure, suspend or expel individuals from membership in local affiliates or the NEA. Nor will VEA consider actions taken by local affiliates and/or the NEA regarding censure, suspension or expulsion by local affiliates, the NEA, or their respective members.
7. All members of the Association, whether Delegates or not, shall be entitled to a voice on the floor of the Delegate Assembly of the Association.
 8. Only Active members and Retired Members of the Association shall have voting rights as follows:

- (a) Pursuant to procedures provided in the Constitution and Bylaws of the Association, all Active and Retired Members shall be entitled to vote for the office of President, (President-Elect) and Vice President of the Association, and for the school administrator, ethnic minority, and educational support at-large members of the Board of Directors of the Association. Only the Retired Members shall be entitled to vote for the Retired Member(s) of the Board of Directors of the Association.
- (b) Pursuant to procedures provided in the Constitution and Bylaws of the Association, all Active Members of each governance affiliate of the Association shall have the right to vote for Delegates to represent such affiliate at the Delegate Assembly of the Association; the members of the SVEA shall have the right to vote for delegates to represent the SVEA at the Delegate Assembly of the Association; Retired Members shall have the right to vote for delegates to represent Retired Members at the Delegate Assembly of the Association.
- (c) Pursuant to procedures provided in the Articles of Incorporation, Constitution and Bylaws of the Association, all Active Members of each District of the Association shall have the right to elect Directors to the Association Board of Directors.
- (d) Only those Active Members, Retired Members, or Student Members who have been duly elected Delegates to such meeting of the Association by their respective governance affiliates, student affiliates, or Retired Members shall be entitled to vote at any meeting of members of the association.

D.

1. Active Members in the District shall elect Directors to the Board of Directors of the Association. The Districts are as follows:

District A composed of the following local governance affiliates: **Bristol Virginia** Education Association; **Buchanan** Education Association; **Dickenson** Education Association; **Lee** County Education Association; Education Association of **Norton**; **Russell** County Education Association; **Scott** County Education Association; **Tazewell** Education Association; **Washington** County Education Association; and **Wise** County Education Association.

District B composed of the following local governance affiliates: **Bland** County Education Association; **Carroll** Education Association; **Floyd** County Education Association; **Galax** Education Association; **Giles** Education Association; **Grayson** County Education Association, Inc.; **Montgomery** County Education Association, Inc.; **Pulaski** County Education Association; **Radford** Education Association; **Radford University** Affiliate; **Smyth** County Education Association; **Wythe** County Education Association, Inc.; **New River** CC affiliate; and **VA Tech** affiliate.

District C composed of the following local governance affiliates: **Alleghany** Education Association, Inc.; **Botetourt** Education Association; **Covington** Education Association; **Craig**

County Education Association; **Franklin** County Education Association; **Roanoke** Education Association, Inc.; **Roanoke County** Education Association; and **Salem** Education Association.

District D composed of the following local governance affiliates: **Augusta** County Education Association; **Bath** County Education Association, Inc.; **Buena Vista** Education Association; **Clarke** County Education Association, Inc.; **Frederick** County Education Association; **Harrisonburg** Education Association, Inc.; **Highland** County Education Association, Inc.; **Page** County Education Association, Inc.; **Rockbridge-Lexington** Education Association, Inc.; **Rockingham** County Education Association, Inc.; **Shenandoah** County Education Association, Inc.; **Staunton** Education Association, Inc.; **Virginia School for the Deaf and the Blind at Staunton** affiliate; **Warren County** Education Association; **Waynesboro** Education Association, Inc.; and **Winchester** Education Association; Inc.

District E composed of the following local governance affiliate: **Fairfax** Education Association, Inc.

District F composed of the following local governance affiliate: **Prince William** Education Association, Inc.

District G composed of the following local governance affiliate: **Loudoun** Education Association.

District H composed of the following local governance affiliates: Education Association of **Alexandria**, Inc.; **Arlington** Education Association, Inc.; **Falls Church** City Education Association; **Manassas** Education Association; and **Manassas Park** Education Association.

District I composed of the following local governance affiliates: **Amherst** Education Association, Inc.; **Appomattox** County Education Association, Inc.; **Bedford** County Education Association, Inc.; **Campbell** County Education Association, Inc.; **Charlotte** County Education Association, Inc.; **Danville** Education Association, Inc.; **Halifax** Education Association, Inc.; **Henry** County Education Association, Inc.; **Lynchburg** Education Association, Inc.; **Martinsville** Education Association, Inc.; **Patrick** County Education Association, Inc.; **Pittsylvania** Education Association, Inc.; and **Patrick Henry** Community College affiliate.

District J composed of the following local governance affiliates: **Albemarle** Education Association, Inc.; **Amelia** Education Association; **Buckingham** Education Association; **Charlottesville** Education Association, Inc.; **Cumberland** Education Association; **Fluvanna** Education Association; **Goochland** Education Association; **Greene** County Education Association; **Louisa** County Education Association; **Madison** County Education Association; **Nelson** County Education Association; **Orange** County Education Association; **Powhatan** County Education Association; and **Prince Edward** Education Association.

District K composed of the following local governance affiliates: **Brunswick** Education Association; **Dinwiddie** Education Association, Inc.; **Franklin City** Education Association; **Greensville** Education Association; **Isle of Wight** Education Association; **Lunenburg** Education Association; **Mecklenburg** Education Association; **Nottoway** Education Association; **Petersburg**

Education Association; Inc.; **Prince George** Education Association, Inc.; **Southampton** Education Association; **Surry** Education Association; **Sussex** Education Association; and **VA State** University Affiliate.

District L composed of the following local governance affiliates: **Chesterfield** Education Association, Inc.; **Colonial Heights** Education Association; and **Hopewell** Education Association, Inc.

District M composed of the following local governance affiliates: **Maggie L. Walker** Education Association, and **Richmond** Education Association of Richmond, Inc.

District N composed of the following local governance affiliates: **Chesapeake** Education Association; **Portsmouth** Education Association; and Education Association of **Suffolk**.

District O composed of the following local governance affiliates: **Accomack** Education Association; Education Association of **Norfolk**, Inc.; **Northampton County** Education Association; and **Virginia Beach** Education Association, Inc.

District P composed of the following local governance affiliates: **Caroline** Education Association; **Charles City** Education Association; **Colonial Beach** Education Association; **Essex** Education Association; **Gloucester** Education Association, Inc.; **Hampton** Education Association, Inc.; **Hanover** Education Association; **Henrico** Education Association; **King George** Education Association, Inc.; **King & Queen** Education Association; **King William** Education Association; **Lancaster** Education Association, Inc.; **Mathews** Education Association; **Middlesex** Education Association; **New Kent** Education Association; **Newport News** Education Association, Inc.; **Northumberland** County Education Association, Inc.; **Poquoson** Education Association, Inc.; **Richmond County** Education Association; **West Point** Education Association; **Westmoreland** Education Association; **Williamsburg/James City** Education Association, Inc.; and **York** Education Association, Inc.

District Q composed of the following local governance affiliates: **Culpeper** County Education Association, Inc.; **Fauquier** Education Association, Inc.; **Fredericksburg** Education Association, Inc.; **Rappahannock** County Education Association, Inc.; **Spotsylvania** Education Association, Inc.; and **Stafford** Education Association, Inc.

Each District shall be entitled to elect one Director for each two thousand (2,000) of its members or major fraction thereof, as of the preceding August 31, each district shall be entitled to at least one (1) Director. Each Director elected from a District shall be an Active Member who is a classroom teacher or employed in an educational support position.

2. The Board of Directors shall consist of a minimum of fifteen (15) Directors unless otherwise provided for in the Bylaws.
3. Board members shall assume office on August 1 in the calendar year in which they are elected.

4. There shall be nominations for the position of Director through either the method of petitions submitted with signatures of fifty (50) Active Members to an appropriate elections committee at the District or by nominations from the floor by Active Members at a general meeting of the District. Elections shall be by majority vote of those voting in a secret ballot of the Active Membership of the District.
5. There shall be nominations for the position of Retired Member Director(s) through the method of petitions submitted with signatures of fifty (50) Retired Members to the VEA Elections Committee. Elections shall be by majority vote of those voting in a secret ballot of the Retired Membership of the Association.
6. 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 Active Membership of the District for the purpose of completing the unexpired term. If no successor has been elected, the position of Interim Director may be approved, upon recommendation of the district, by the VEA Board of Directors, until an election can be held.
7. 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. If no successor has been elected, the position of Interim Director may be approved by the VEA Board upon recommendation of the VEA Retired Council until an election can be held.
8.
 - (a) 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 (6) percentage points below their membership in the Association as of the preceding August 31. At-large ethnic minority Directors elected in special elections 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.
 - (b) The Executive Director shall declare, if necessary, a special election to elect Active Member(s) who are ethnic minorities to the Board of Directors to insure ethnic minority representation. 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 minority members on the Board of Directors falls six 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. An Interim Director may be appointed by the VEA Board until the regular election can be held.

- (c) The Executive Director shall declare, if necessary, a special election to elect Active Member(s) employed in educational support positions to the Board of Directors to insure educational support representation. The Executive Director shall determine the number of directors to be elected according to the proportionate educational support membership as of the preceding August 31. The Executive Director shall determine that such special election is necessary if the membership of educational support members on the Board of Directors falls ten 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. If no successor has been elected, the position of Interim Director may be approved by the VEA Board until the regular election can be held.
- (d) The Executive Director shall declare, if necessary, an election simultaneously with the election of the VEA President and Vice President to elect Retired Member(s) to the Board of Directors to insure Retired Membership 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.
- (e) Vacancies arising in the at-large school administrator, ethnic minority, and/or educational support director(s) representatives 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.

9. The Board of Directors shall consist of the following:

- (a) Directors elected by the Districts and those school administrator Directors elected in special election(s) shall serve a term of two (2) years and shall serve no more than two (2) full consecutive terms.
- (b) Ethnic Minority Directors, Educational Support Directors, and Retired Member Directors elected in special election(s) shall serve a term of two (2) years and shall serve no more than two (2) full consecutive terms.
- (c) Directors who have served two (2), two (2)-year terms are eligible to run for that office again only after a break in service of one full two-year term.

- (d) The ex officio directors.
 - (e) The president of the Student Virginia Education Association (SVEA) shall be seated on the Board of Directors as a voting member.
10. (a) The members of the Board of Directors may be removed for violation of the Code of Ethics of the Education Profession and/or for misfeasance in office.
- (b) Removal of an ex officio director and the Directors elected at special at-large elections shall require a petition stating the complaint and signed by two thousand (2,000) Active Members or by petition of complaint of two-thirds (2/3) of the Board of Directors at which time the Professional Rights and Responsibilities Commission shall hold a hearing to receive the complaint, hear such Director's answers to the complaint and take whatever information is required. The Commission may direct that such Director be removed from office if seventy-five (75) percent of its membership agrees to the petition.
- (c) A Director elected by a District may be removed if twenty-five (25) percent of the Active Membership of such District requests such removal by petition and the majority of the Active Members in the District affirm the removal.
- (d) A Retired Member 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.
- (e) The method of impeachment and removal set forth herein does not exclude any other method provided by the law of Virginia.

E.

1. In addition to the requirements of Virginia law, notice of any proposed amendment to these Articles of Incorporation, setting forth a full and complete copy of the amendment so proposed, shall be published and sent to the membership not less than twenty-five (25) nor more than fifty (50) days before any meeting at which Delegates to the Delegate Assembly are to act upon such proposal.
2. These Articles of Incorporation may be amended in the manner described above, and in no event may they be amended without approval by the affirmative vote of more than two-thirds (2/3) of the votes entitled to be cast by Delegates to the Delegate Assembly of the Association present at any meeting thereof considering any such amendment.

* * * * *