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TO: Dr. Brenda Pike, Executive Director
Virginia Education Association

FROM: Attorney Dena Rosenkrantz

DATE: October 27, 2021

RE: Prince William Education Association Bylaws

Thank you for requesting my review of attached BYLAWS of the Prince William Education Association last amended June 2020. You ask what role the Bylaws give the Representative Assembly regarding decision by the Board of Directors to enter Memorandum of Understanding with VEA for a trustee to oversee PWEA operations and administration.

Article II of the BYLAWS enumerates the duties of the Board of Directors. Section 6 of listed Board responsibilities is

Ensuring the fiduciary duties of the Association are being carried out.

Section 13 of BYLAWS Article III provides

The Representative Assembly shall approve the budget, act on reports of committees, approve resolutions, adopt the Program of Action, and transact any other business it deems necessary except that specifically delegated to the PWEA Board of Directors.

The PWEA Board of Directors approved the Memorandum of Understanding with VEA pursuant to the authority of the Board to ensure the fiduciary duties of the Association are carried out. The BYLAWS do not give the Representative Assembly authority to transact business specifically delegated to the Board. The Board of Directors not the Representative Assembly must ensure fiduciary duties of the Association are being carried out. For that reason, the Representative Assembly cannot reject or override decision by the Board of Directors entering Memorandum of Understanding with VEA for a trustee to oversee PWEA operations and administration.