

Bylaws of the Texas Public Employees Association

Updated 06/04, 07/11, 07/12, 07/15, 06/17, 06/18 and 6/20 with approved changes.

ARTICLE I - PURPOSE

The Texas Public Employees Association (“TPEA” or “Association”) is an advocacy organization that promotes the best interests of current, past, and future employees of Texas State government. TPEA’s advocacy efforts will foster efficiency in Texas State government by promoting the development and maintenance of a responsive, well-trained, and professional workforce of public servants. It seeks this objective through active and committed civic involvement of its members.

TPEA’s philosophy recognizes the talents and capabilities of all active and retired State employees. It advances a philosophy for committed participation and involvement by all levels of labor and management in the furtherance of its goals and objectives. TPEA embraces this philosophy as fundamental to its members and adheres to these principles for the welfare and betterment of its members, the institutions of State government, and for people of Texas whom they serve.

ARTICLE II - MEMBERSHIP

SECTION 1. Classification of Members.

Membership in the Association shall consist of three classes: active, associate and honorary.

SECTION 2. Active Member.

(a) All employees of the State of Texas and all retired employees of the State of Texas who are members in good standing are eligible to be an active member of this Association. A member is in good standing if the Association dues are current.

(b) Active membership in the Association shall terminate for the following reasons:

(1) Death;

(2) Resignation from the Association;

(3) Failure to be a member in good standing;

(4) Actions deemed contrary to the principles or purposes of the Association, such termination to be effective upon a two-thirds (2/3) vote of the Board of Directors.

(c) Prior to termination under Section 2(b)(4) of this Article, notice of intention to terminate the membership shall be given by the Board of Directors to such member by registered mail ten (10) days prior to the date of termination. A member, upon request, shall be given an opportunity to show cause why membership should not be terminated.

(d) A membership terminated under Section 2(b)(4) of this Article may be reinstated by a two-thirds (2/3) vote of the Board of Directors.

SECTION 3. Associate Member.

An associate member is a person who is not eligible for active membership, but who supports and adheres to the purposes and objectives of the Association. The Spouse of an associate member is also eligible for associate membership. An associate member has no voting rights.

SECTION 4. Honorary Member.

The Board of Directors may confer nonvoting honorary membership upon an individual.

ARTICLE III - CHAPTERS

SECTION 1. Formation.

Ten (10) or more members of the Association in any locality may form a Chapter of the Association, upon approval of the Board of Directors. The bylaws of such Chapter and all subsequent amendments to such bylaws must be consistent with the Association's Charter and Bylaws.

SECTION 2. Inactivity.

A Chapter may be considered inactive when:

- (1) Membership is less than ten (10) active members.
- (2) List of current officers is not filed with the Association.
- (3) Current financial report is not filed with the Association.
- (4) Fails to take part in the Annual Meeting.

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

SECTION 3. Consolidation.

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

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1. Directors.

Active Members of the Association who are in good standing and who are elected as specified in this Article shall constitute the Board of Directors of the Association.

- (a) Directors shall serve without compensation, except for reimbursement of expenses incurred that are authorized by the Board of Directors.
- (b) No Director shall be eligible to be an employee of or perform services under a contract for the Association if the Director receives compensation (other than reimbursement of actual expenses) from the Association.

SECTION 2. Duties.

Directors shall attend and participate in Association Board of Directors' meetings and any special called meetings; disseminate information to the general membership; and support and adhere to the Association bylaws, policies, and procedures. Directors will promote the Association at all times.

SECTION 3. Voting Rights and Authority.

The Board of Directors shall consist of at least twelve (12) Directors and no more than fifteen (15) Directors, the exact number to be determined by the Board of Directors.

(a) In all matters considered by the Board of Directors, each Director shall have one vote.

(b) The Board of Directors shall be the governing body of the Association, except as otherwise provided in these Bylaws, and it shall be responsible for general supervision of the Association's activities and affairs in accordance with these Bylaws and policies adopted by the membership in regular and special meetings of the Association. The Board of Directors shall have the responsibility and authority to direct the transaction of all business and to supervise the administration of all affairs of the Association. The Executive Committee shall have all administrative powers of the Board of Directors in the governance of the Association in the periods between Board meetings.

(c) The Board of Directors shall hold four (4) regular meetings each year at such time and place as they may determine. Special meetings of the Directors may be called by the President or by a majority vote of the Executive Committee upon seven (7) days' notice to all Directors stating the purpose of the meeting, or such special meetings may be held at any time upon written request of a majority of the Directors after seven (7) days' notice to all members.

(d) The Board of Directors may conduct regular or special meetings by conference call. The conference call meeting should be recorded or minutes taken. When the President or Executive Director deems inexpedient to call a special meeting, it may submit such matter to the Board of Directors by electronic mail for a vote to be taken. Action taken by conference call or electronic mail shall constitute a valid action of the Board of Directors.

(e) A majority of the Board of Directors shall constitute a quorum.

SECTION 4. Terms.

Directors shall have a term of office, shall have qualifications and shall be elected as provided in the Bylaws.

(a) Directors shall be elected at-large for a term of three (3) fiscal years. A Director shall serve no more than two (2) elected consecutive terms, whatever the duration of said terms.

(b) The terms of office of Directors shall be staggered so that the terms of approximately one-third (1/3) of the Board will expire each year.

(c) It is the intent of these Bylaws that each Director shall have an opportunity to serve the full term of office to which the Director was elected unless otherwise recalled or terminated.

(d) No more than one-third (1/3) of the Directors may be elected for a regular three-year term at an annual meeting. Election of Directors for unexpired terms will be in compliance with Article IV, Section 7 of the Bylaws.

SECTION 5. Elections.

Active members of the Association shall elect Directors at the annual meeting.

(a) Each Director shall be elected using the procedures provided in the Bylaws. The Board of Directors may augment, define, and clarify such procedures as deemed necessary, so long as any such augmentation, definition or clarification is adopted at a duly called meeting of the Board for which proper notice was given to all Directors and which occurred more than sixty (60) days prior to any election for the position of Director.

(b) Nominating Committee. Nominations for a Director position shall be recommended to the President and Board by the Nominating Committee. The Nominating Committee shall solicit recommendations for Director nominations from the membership of the Association. It shall submit its nominations to the Board not less than sixty (60) days prior to the annual meeting. After the nominations period ends, the Secretary of the Association shall determine whether each nominee is eligible to be a candidate and serve as a Director and certify the same to the President of the Association.

(c) No more than one-third (1/3) of the Directors may be an employee of the same state agency. No more than one-third (1/3) of the Directors may be a retiree of a state agency.

(d) Election procedures shall be determined and promulgated by the Board of Directors. The election process and such adopted procedures shall at least provide that:

- (i) all Association members whose dues are currently paid shall be eligible to vote in an election;
- (ii) every Association member must have a fair and reasonable opportunity to cast their respective ballot in an election;
- (iii) if voting is by electronic means, some non-electronic alternative method shall also be provided; and
- (iv) for an election to fill one position on the board, the winner of the election must have a majority of the votes cast;
- (v) for an election of more than one Board member, a plurality of the votes cast shall be sufficient to elect a member to the board. The 2 or more candidates in such an election who have the highest vote totals shall be declared the winners.

(e) In the event a Director is unable to complete the term of office for which the Director was elected or fails to comply with this Article during his or her term of office, the Director shall give notice to the President of the Association. The President shall immediately notify all other Directors, and the Board of Directors shall fill the office under the rules defined in these bylaws.

SECTION 6. Removal.

A Director can be removed from office for consistently failing to perform some or all of the duties of a Director. The removal process can be instituted by the Executive Committee. Once instituted, the following procedures shall be followed:

- (a) a motion for removal shall be submitted to the Board of Directors, and it must state in detail the reason(s) removal is sought;
- (b) a copy of the motion shall be furnished to the Director, and to the Board of Directors;
- (c) the affected Director may submit written comments to the Board of Directors concerning such motion;

(d) determination whether or not to remove the Director shall be made by the Board of Directors at a meeting for which written notice has been given to all Directors, including the affected Director, at least fifteen (15) days prior to the meeting;

(e) a motion to remove shall only be effective and the Director removed from office if two-thirds of the current membership of the Board of Directors votes in favor of the motion.

SECTION 7. Automatic Forfeiture from Office.

Regular attendance and participation at Association meetings and events are important and expected. Any member of the Board of Directors that misses two meetings in a twelve (12) month period shall automatically forfeit his or her seat on the Board of Directors for the rest of his or her term. The Secretary shall notify the Director in writing that his or her seat has been declared vacant and the Board of Directors may fill the vacancy as provide by these Bylaws.

SECTION 8. Vacancy.

(a) When a Director position is vacant, and the remainder of the three (3) year term is greater than one year, the Board of Directors shall as expeditiously as possible conduct an election to fill the vacancy. The election shall be held in accordance with the provisions of this Article. If the remaining term of the vacant Director's office is less than one (1) year but greater than six (6) months, the Board of Directors may elect a qualified replacement at its next regularly scheduled meeting. A "qualified" candidate(s) would be identified by the President and submitted to the Board. If the remaining term is equal to six (6) months or less, the position shall remain vacant until the next regularly scheduled election.

(b) When a Director position is vacant and has been held by an Officer on the Board of Directors, replacement of the Director shall be accomplished according to this Article. To fill the vacant Officer position, the Board of Directors, at its next regularly scheduled meeting, may elect a duly qualified replacement from the remaining Directors on the Board.

ARTICLE V - EXECUTIVE DIRECTOR

(a) The Executive Director shall be employed by and directly responsible to the Board of Directors. It shall be the Executive Director's duty to staff, manage, and establish the compensation of the Association's staff and contractors in line with the adopted budget of the Association, manage all operations of the Association, transact the Association's business, and to administer all affairs of the Association, in which matters he or she shall be accountable to the Board of Directors. The Executive Director shall devote full time to the discharge of the duties and responsibilities to this Association and may not accept other employment.

(b) The salary of the Executive Director shall be determined by the Board of Directors.

(c) If it becomes necessary to replace the Executive Director, the Executive Committee shall be responsible for recommending a successor for approval by the Board of Directors.

ARTICLE VI - OFFICERS

SECTION 1. Officers.

The officers of the Association shall be President, President-Elect, Vice President, Secretary, and Treasurer.

SECTION 2. President.

The President of the Association shall preside at all meetings of Directors, Officers, and the annual meeting. The President may, and upon demand of the majority of the Directors or members, call special meetings. The President, with the approval of the Board of Directors, may appoint committees to carry out the purposes of the Association. The President shall perform all other duties that usually pertain to the office or as delegated by the Board of Directors or the Executive Committee.

SECTION 3. President-Elect.

The President-Elect shall attend all meetings stated in Section 2 and shall become prepared for assuming the duties and responsibilities of the office of President at the beginning of the next fiscal year.

SECTION 4. Vice President.

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

SECTION 5. Secretary.

The Secretary shall keep the records of the Association and minutes of all meetings of the Board of Directors, Executive Committee, and the membership of the Association. The secretary shall have custody of the seal of the Association. The Secretary shall perform all other duties that usually pertain to the office or are delegated by the Board of Directors or Executive Committee.

SECTION 6. Treasurer.

The Treasurer shall be responsible for all the monies and securities of the Association. The Treasurer shall keep regular books in the office of the Association and all monies of the Association shall be deposited in such depositories as shall be selected by the Executive Committee. In addition, the Treasurer shall perform all duties usually pertaining to that office or delegated by the Board of Directors or Executive Committee. All checks must have two (2) signatures: One shall be that of the Treasurer, or that of another Officer designated by the Executive Committee. The other signature shall be that of the Executive Director, or that of another member of the staff as designated by the Executive Director. The Treasurer, other officers, and employees who handle Association funds shall be under bond.

SECTION 7. Election.

The Board of Directors shall elect four (4) officers of the Association following the Board of Directors election at the annual meeting. The officers to be elected are: President-Elect, Vice President, Secretary, and Treasurer; each for a term of one year. The President-Elect automatically assumes the position of President on the first day of the fiscal year following completion of his or her year of service as President-Elect.

SECTION 8. Installation.

Newly elected officers shall assume their respective offices on the first (1st) day of the next fiscal year.

SECTION 9. Removal and Vacancy.

(a) An officer can be removed from office by the Board of Directors. Such removal shall be considered upon written motion by any three Directors filed with the President. If the President is the subject of the motion, it may be filed instead with the Vice President. The motion shall be considered by the entire Board

at a regular or special meeting within thirty (30) days of the date of filing. Written notice of the meeting, accompanied by a copy of the motion, shall be given to each Director not less than ten (10) days before the meeting is to be held.

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

(c) In the event any officer position (except that of President) becomes vacant, the Board of Directors may fill the office under the rules defined in Article VI, Section 7.

SECTION 10. Eligibility.

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

(b) A Director whose term ends in the fiscal year shall not be eligible for election to office. It is expressly provided that if any Director is elected to the office of President-Elect to serve as such in the third year of his or her term, then his or her position as a Director shall be automatically extended for the following year during which he or she shall serve as President.

ARTICLE VII - EXECUTIVE COMMITTEE

SECTION 1. Membership.

The Executive Committee shall consist of the elected Officers of the Association.

SECTION 2. Meetings.

The Executive Committee shall hold meetings at such a time and place as they may determine. Special meetings may be called by the President upon one (1) days' notice to all members stating the purpose, or such special meetings may be called at any time upon the written request of a majority of the members of the Executive Committee. A majority of the Executive Committee shall constitute a quorum.

SECTION 3. Authority.

The Executive Committee shall have the authority and responsibility to execute the affairs of the Association in accordance with the Bylaws, policies, and specific instructions of the Board of Directors. It shall be the duty of the Executive Committee to report to the Board of Directors, at each regular meeting, activities of the Executive Committee.

SECTION 4. Finances.

The Executive Committee shall have authority for the expenditures of all monies of the Association and shall be accountable to the Board of Directors for these expenditures. The Executive Committee will present recommended budgets for operation of the Association for approval by the Board of Directors.

SECTION 5. Conference Calls and Electronic Mail.

The Executive Committee may conduct regular or special meetings by conference call. The conference call meeting should be recorded or minutes taken. When the President or Executive Director deems inexpedient to call a special meeting, such matters may be submitted to the Executive Committee by

electronic mail for a vote to be taken. Action taken by conference call or electronic mail shall constitute a valid action of the Executive Committee.

ARTICLE VIII - COMMITTEES

SECTION 1. Legislative.

(a) The President will appoint a chairperson and no less than two (2) other members to comprise the Legislative Committee.

(b) The purpose of the Legislative Committee is to recommend legislative initiatives for the Association and to establish Association policy on legislation consistent with the goals and purposes of the Association.

SECTION 2. Bylaws.

(a) The President will appoint a chairperson and no less than two (2) other members to comprise the Bylaws Committee.

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

(c) The Committee shall also prepare for presentation of such bylaws any amendments or revisions to the Membership as provided in Article XVI.

SECTION 3. Nominating.

(a) The President will appoint a chairperson and no less than two (2) other members to comprise the Nominating Committee.

(b) The purpose of the Nominating Committee is to submit nominations to the President and Board of Directors for all Board of Directors positions for the ensuing year according to the procedures set forth in these bylaws.

(c) The Nominating Committee shall solicit recommendations for Director nominations from the membership according to these Bylaws. It shall submit its nominations for Directors to the President and Board of Directors not less than sixty (60) day prior to the annual meeting. The committee shall seek to make nominations that reflect the diversity of its membership, including geographic diversity and diversity among the state agencies.

SECTION 4. Reports.

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

SECTION 5. Other Committees.

The President, Board of Directors or Executive Committee may appoint Special or Ad Hoc Committees. The President shall appoint all committee chairman and committee members except as otherwise provided in these Bylaws.

SECTION 6. Committee Actions.

All committee minutes and recommendations for action are subject to the review and approval of the Board of Directors. The Board of Directors may request further study prior to any action being presented to the Board of Directors for consideration.

**ARTICLE IX - LIABILITY LIMITATION INDEMNIFICATION
OF OFFICERS, DIRECTORS AND EMPLOYEES**

SECTION 1. Liability Limitation.

A Director is not liable to the Association or its members for monetary damages for an act or omission in his or her capacity as a Director, except for a breach of the Director’s duty of loyalty to the Association or its members; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which the Directors received an improper benefit whether or not the benefit resulted from an action taken within the scope of the Director’s office; or an act or omission for which liability of the Director is expressly provided by statute.

SECTION 2. Indemnification.

Every Officer, Director and employee of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved by reason of being or having been in such position, or any settlement whether the person is in such position at the time such expenses are incurred. Such indemnification shall apply except in such cases where the Officer, Director or employee commits a breach of duty of loyalty to the Association or its members; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which is received an improper benefit, whether or not the benefits resulted from an action taken within the scope of their office or position; an act or omission for which liability is expressly provided for by statute; or an act related to an unlawful payment of a dividend; or is finally adjudged liable, by due legal process, of willful misfeasance or malfeasance in the performance of duties. The right of indemnification shall be in addition to and not exclusive of all other rights to which such position may be entitled.

ARTICLE X – FISCAL YEAR

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

ARTICLE XI - DUES

SECTION 1. Annual Dues.

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

SECTION 2. Apportionment.

A portion of each active member's dues may be designated by the Board of Directors for the purpose of funding eligible chapters and other local activities which are related to the mission of the Association. Chapters that accept funding shall take part in the Annual Meeting of the Association.

SECTION 3. Adjustment.

The amount of member dues to be apportioned for the purpose of eligible chapters and other local activities may change from year to year, and if in the Board's discretion the Association's financial structure could be jeopardized, the apportionment can be totally suspended. The Board of Directors may establish criteria to determine eligible apportionment.

ARTICLE XII - MEETINGS OF THE ASSOCIATION

SECTION 1. Annual Meeting.

The Association shall hold an annual meeting each fiscal year at such place and time as the Board of Directors may determine.

SECTION 2. Special Meetings.

The President or Board of Directors may call a special meeting on its own motion, or on the written application of ten (10) percent of the membership, at such time and place as may be determined.

SECTION 3. Notice.

At least forty-five (45) days prior to the annual meeting and fifteen (15) days prior to each special meeting the Executive Director shall notify each member of the Association of the time and place of such meeting by notice provided in the normal Association publications.

SECTION 4. Voting.

In determining issues or elections at all annual or special meetings of the Association, votes may only be cast by active members.

SECTION 5. Quorum.

A quorum shall consist of active members in good standing who are present at any annual or special meeting convened in accordance with this Article.

SECTION 6. Floor Privileges.

At the business portions of an annual or special meeting of the Association, only Officers, Directors, and active members in good standing shall have floor and speaking privileges. Only active members in good

standing may make or second motions. The President or presiding officer may limit debate on any issue or election, but shall make sure that all sides of an issue are presented.

SECTION 7. Appointments.

The President may appoint a Parliamentarian and Sergeant-at-Arms to assist in the administration of meetings of the Association.

SECTION 8. Meeting Rules.

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

ARTICLE XIII - SEAL

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

ARTICLE XIV - PROPERTY OF THE ASSOCIATION

SECTION 1. Contracts.

No contract to sell or convey any real estate owned by the Association or contract to assign or assignment of any leasehold interest owned by the Association shall be made unless authorized by the Board of Directors.

SECTION 2. Authority.

No conveyance, mortgage, lease or bill of sale of real or personal property executed pursuant to authority given by the Board of Directors shall be valid unless signed by the President or Vice-President, sealed with the Seal of the Association, and attested by the Secretary of the Association.

ARTICLE XV - AUDIT

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

ARTICLE XVI - LIMITATIONS

SECTION 1. Non-political.

This Association shall be strictly non-political in that no vote shall ever be taken by the Executive Committee, the Board of Directors, or the membership which relates to the political advancement of any individual or group of individuals, and the facilities and resources of this Association shall not be used for such purposes.

SECTION 2. Affiliations.

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

SECTION 3. Dispute Resolution.

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

ARTICLE XVII - AMENDMENTS

SECTION 1. Voting.

These Bylaws may be amended by a two-thirds affirmative vote of the active members voting at any regular or special meeting of the Association.

SECTION 2. Notice.

To be considered, a copy of the proposed amendment shall be included in the election notice or notice of the meeting. If the amendment(s) are of such great length that inclusion of the full text would be an undue financial burden, the Board of Directors shall approve a synopsis of the amendment(s) to be included with the election notice; in such an event, the complete text of the amendment(s) shall be made available to all of the members not later than the beginning of the voting or meeting at which the amendment(s) are to be considered.

SECTION 3. Suspension.

(a) The Bylaws or a portion may be suspended and/or amended upon the affirmative vote of two-thirds of the members present and voting at any meeting of the Association called in accordance with these Bylaws.

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

SECTION 4. Limitations.

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