

# EDUCATIONAL ADMINISTRATORS AND SUPPORT PERSONNEL ASSOCIATION

## CONSTITUTION AND BY-LAWS

### **Article I - Association Office**

The office of the Association shall be the home of the president of the Board of Directors.

### **Article 11 - Meetings of Members**

**Section 1: Annual Meeting** - A general membership meeting shall be held annually during the month of April or May at a time and place designated by the Board of Directors for election of officers and the transaction of such business as may properly come before the membership.

**Section 2: Special Meetings** - Special meetings shall be called at the discretion of the Board of Directors. Special meetings may also be called by a group of members having 25% of the Association membership entitled to cast votes.

**Section 3: Notice of Meetings** - Written notice stating the place, date and hour of the meetings shall be delivered by U.S. Mail or inter-school mail not less than seventy-two (72) hours or more than fifty (50) days before the date of the meeting.

**Section 4: Waiver of Notice** - Attendance at any meeting by a member shall constitute a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 5: Voting** - All active members whose dues are in good standing are entitled to one vote. Issues requiring the approval of the membership will be decided by a majority of members attending a general membership meeting.

### **Article III - Board of Directors**

**Section 1: General Powers** - The business and affairs of the Association shall be managed by the Board of Directors.

**Section 2: Number, Tenure and Qualifications** - The number of directors of the Association shall be no less than seven (7); the four elected officers, the past president and at least two (2) members elected at large. The qualification of a director shall be as set forth in the Articles. The term of office shall be for one (1) year, or as required by his/her duties as an officer of the Association.

**Section 3: Duties and Powers** - The Board of Directors shall have control and management of the business and affairs of the Association. The directors shall in all cases act as a Board, regularly convene, and, in the transaction of business, take action as a majority present. The Board of Directors shall make decisions regarding rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper, not inconsistent with law or these by-laws. All directors shall be currently active members in the Association.

**Section 4: Meetings** - Special meetings of the Board of Directors may be called by or at the request of the president at any time. The president or secretary shall, upon a written request of any two (2) directors, call a special meeting to be held not more than seven (7) days after the receipt of such a request. The president may fix any place, either within or without the District, for holding any special meeting of the Board of Directors.

**Section 5: Notice** - Notice of any meeting shall be given at least seventy-two (72) hours previously thereto to each director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except that where a director attends a meeting for the express purposes of objecting to the transaction of any business because of a meeting not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need to be specified in the waiver of notice of such meeting.

**Section 6: Manifestation of Dissent** - A director who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to

the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who vetoed in favor of such action.

Section 7: Vacancies - Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 8: Committees - The Board of Directors by resolution may designate from among its members an executive committee and one (1) or more other committees each of which, to the extent provided in the resolution, shall have the authority of the Board of Directors in the reference to amending the Articles of Incorporation, recommending to the members a voluntary dissolution of the corporation or revocation thereof by amending the by-laws of the Association. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

#### Article IV - Officers

Section 1: Officers and Qualifications: The officers of the Association shall be president, president-elect/vice-president, secretary, and treasurer, each of whom shall be elected by the members at the time and manner prescribed by these by-laws except that the president-elect shall automatically become president the following year. The term of office shall be from July 1 to June 30. All officers shall be currently active members.

Section 2: Election and Term - Except as provided above for the president-elect to become the president, all officers of the Association shall be selected annually by the members of the Association at its annual meeting held for that purpose. If election of the officers is not held at such meeting, such election shall be held as soon after as may be convenient. Each officer shall hold office until a successor has been duly elected and qualified. Nominations for elective officers shall be made by a nominating committee and shall present the slate for the president-elect, first vice-president, second vice-president, secretary and treasurer. After approval by the Board of Directors the nominating committee shall present to the membership by mail, the names of those nominated for the respective offices of the Association no less than ten (10) days prior to the election. Additional nominations may be made from the floor at the time of the election. The term of office shall be for one (1) year. Officers shall be elected by plurality.

Section 3: Duties of the Officers - The duties and powers of the officers of the Association shall be as follows:

a. President: The president shall preside at all meetings of the Association and of the Board of Directors. He/she, with the advice and consent of the Board of Directors, shall appoint the chairperson of committees except the Nominating and Auditing Committees.

b. Past President: The Past President will remain on the Executive Board of Directors for one year after completion of term as President.

c. President-Elect/Vice-President: The primary duties will be to develop an awareness of the Association's goals and functions and assist the president. In the event of the absence or temporary disability of the president, the president-elect shall perform the duties of the president until such time as the president is able to resume his/her duties. In the event of the death or resignation of the president, the president-elect shall succeed to the office of the president for the remainder of the term of the office.

This position will chair the membership/recruitment committee and will chair the committee to establish meeting arrangements and notice to membership.

d. Secretary: The secretary will maintain minutes of the executive board and general membership meetings.

e. Treasurer: The treasurer will be responsible for association revenues and the maintenance of bookkeeping practices. This includes maintaining and submitting all necessary federal, state and local forms and information as required and requested by these agencies.

Section 4: Vacancies - members to fill any and all vacancies of unexpired terms of elected officers or of those officers unable to perform their duties will be approved at a general membership meeting by a majority of members attending unless indicated otherwise in another section.

**Article V - Legal and Consultant Counsel**

The Association may, by majority vote of the Directors, employ outside counsel to assist in research, planning, and general consultation. The salary and length of contract for the Association counsel shall be determined by a majority vote of the Board of Directors, but in no event shall said contract extend beyond one calendar year. When necessary, the Board of Directors may engage legal counsel to assist individual Association members in their official capacity.

**Article VI - Amendments**

The By-laws of this Association may be amended by a majority of the members present at any regular business meeting. All amendments must be read to the membership one meeting before the final vote, or delivered by written notice twenty (20) days before the final vote.

**Article VII - Membership**

Membership in the Association shall consist of all non-school based personnel on the Administration and Support Salary Schedules (MSE, PSE and CSE Salary Schedules, and Association members who accept other school district employment or retire and are no longer on the included salary schedules and wish to continue their Association membership. Each member is entitled to one vote. Dues will be collected annually at the rate approved by a majority of members attending a General Membership Meeting.

**Article VIII – Stipends for Elected Board Officers**

By vote of the EASPA membership, Spring 2007, it is agreed that the EASPA organization pay the Elected Board Officers a token stipend for their willingness to participate in EASPA at Board Officer level. Stipends will be granted on an annual basis at the beginning of the fiscal year, July 1, and only once during a fiscal year. The following are the offices and stipend to be given to the person holding that office: President, \$200; Vice-President, \$100; Secretary, \$200; Treasurer, \$100; Past President, \$100; Member At Large, \$100.

**Article IX – Position of EASPA Manager**

By vote of the EASPA membership, Spring 2007, it is agreed that EASPA shall retain a Manager. It is the responsibility of the EASPA Board of Officers to hire and supervise a Manager who will be responsible for quarterly newsletters, maintaining a membership data base; coordinating with with APS Human Resources to keep members' rolls current with new hires, retirements, etc; organizing ACE participation, keeping membership cards current - all duties to keeping the membership current and getting new members on board as soon as they are moved into our roles ( MSE, CSE, PSE). This Manager will be paid an annual stipend of up to \$5,000.00 but not to exceed this amount. It is the intent of the Board and EASPA membership that this position be filled by a person not a current APS employee or EASPA member.

**Article X – Meet & Confer Policy**

In adhering to the APS Board Policy and Directive specifically granting Meet & Confer rights to EASPA, the following Board Officers shall comprise the Meet & Confer Committee and shall meet on a regular basis with APS Leadership Team to discuss issues related to the needs of the EASPA membership: President, Vice-President, Past-President. Alternates or other Board Officers may be selected to attend Meet & Confer sessions in addition to or in place of the Meet & Confer Committee members.