

# **ARTICLES OF INCORPORATION AND BYLAWS**

OF THE MISSOURI STATE  
TEACHERS ASSOCIATION



Adopted: November 8, 1919

Revised: November 9, 2017

# ARTICLES OF INCORPORATION

These Articles of Restatement of the Missouri State Teachers Association, Inc. contain the full text of Restated Articles of Incorporation, authorized by Chapter 355 of the Missouri Nonprofit Corporation Act.

## **ARTICLE I: NAME**

The corporation's name is MISSOURI STATE TEACHERS ASSOCIATION, INC. (MSTA).

## **ARTICLE II: TAX STATUS**

MSTA promotes the common interests of teachers and other educational personnel through information resources, workshops and services. No part of its net earnings benefits a private shareholder or individual. It is not organized for profit or to engage in an activity ordinarily carried on for profit. It is primarily engaged in activities or functions that qualify for federal income tax exemption under Section 501(c) 6) of the Internal Revenue Code of 1986 and successor statutes.

## **ARTICLE III: ORIGINAL INCORPORATION**

MSTA was incorporated in the State of Missouri on December 12, 1900.

## **ARTICLE IV: PERIOD OF EXISTENCE**

MSTA's period of existence is perpetual.

## **ARTICLE V: CORPORATION TYPE**

MSTA is a public benefit corporation under Section 355.881 of the Missouri Nonprofit Corporation Act.

## **ARTICLE VI: REGISTERED OFFICE AND AGENT**

MSTA's registered office is at 407 South Sixth Street, Columbia, MO 65201. Its registered agent at that office is Mr. Bruce Moe.

## **ARTICLE VII: INCORPORATORS**

Incorporators listed in MSTAs initial charter were: William H. Black, President; J. H. Markley, Secretary; E. D. Luckey, Treasurer. The original Missouri charter did not contain their street addresses.

## **ARTICLE VIII: MEMBERS**

MSTA has members as provided in its Bylaws.

## **ARTICLE IX: DISSOLUTION**

MSTA's assets at dissolution will be distributed to a public benefit corporation.

## **ARTICLE X: AMENDMENTS**

MSTA may amend these Articles as follows:

**Section 1.** Amendments must first be proposed for approval by:

- (a) A majority vote at an Assembly of Delegates meeting at which there is a quorum physically present of at least a majority of Delegates, or;
- (b) A vote of at least 80 percent of Directors physically present at a Board of Directors meeting, providing there is a quorum physically present of at least 80 percent of Directors in office.

**Section 2.** The text of a proposed amendment must be presented to MSTAs Executive Director/ Chief Executive Officer at least 60 days before the planned Assembly meeting vote on that proposal. MSTAs must print the text in an official publication that is sent to all members at least 30 days before that Assembly meeting, is published in the annual meeting official program, and is read to Delegates before the vote.

**Section 3.** Amendments must be approved using written or electronic ballots by:

- (a) A vote of at least 80 percent of Directors physically present at a Board of Directors meeting, providing there is a quorum physically present of at least 80 percent of Directors in office (if amendments do not relate to the number of Directors, Board composition, Directors' term of office, or Director selection method) and;
- (b) A vote by Delegates physically present at the next Assembly meeting after that Board vote of at least the lesser of two-thirds of votes cast or a majority of voting power, meaning Delegates physically present and counted for quorum purposes, providing there is a quorum physically present of at least 75 percent of Delegates.

**Section 4.** Adopted amendments will be effective at the end of the meeting at which the Assembly adopts them.

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## RESTATED BYLAWS

### **ARTICLE I: NAME**

These are restated Bylaws of the Missouri State Teachers Association, Inc. (MSTA) authorized by the Missouri Nonprofit Corporation Act, Chapter 355 of the Missouri Revised Statutes.

### **ARTICLE II: PURPOSE**

MSTA's purpose is to promote the common interest of teachers and other education personnel by providing them information resources, workshops and other services.

### **ARTICLE III: MEMBERSHIP**

#### **A. Membership Classes**

1. Professional Educator Member: An individual employed in the teaching profession or in another professional position in an education institution, including public, private, pre-kindergarten through grade 12, and higher education, may become a Professional Educator Member if he or she has earned a bachelor's or higher degree and/or, where required, holds or is eligible to hold a teaching certificate.
2. Associate Member: An individual employed by an education institution in a support position or any person interested in advancing the cause of education may become an Associate Member.
3. Retired Member: Upon retirement from a position in an education institution, including public, private, pre-kindergarten through grade 12, and higher education, an individual may become a Retired

Member. Retirement means that the person is receiving retirement benefits from the Missouri Public School Retirement System (PSRS), Public Education Employee Retirement System (PEERS), the St. Louis or Kansas City educator retirement system, or other retirement system approved by the MSTAs Board of Directors (Board).

4. Student Member: A part-time or full-time student enrolled in a teacher-education program in a college or university in Missouri may become a Student Member.

#### **B. Services and Privileges**

1. Services and Privileges: Members in all membership classes will receive services and privileges determined by the Board.
2. Voting: Professional Educator and Associate Members will be the only voting members, except to the extent that these Bylaws authorize the Board to appoint Retired and Student Members as Delegates to the Assembly.

#### **C. Suspension/Expulsion, Transfer, Resignation, Use of Intellectual Property, Ownership Rights**

1. Suspension/Expulsion: The Board may suspend or expel a member who does not maintain qualifications stated in these Bylaws or comply with MSTAs Conflict of Interest Policy. The Board will notify the member of charges at least 30 days before the Board vote and will grant the member a hearing before the Board if requested in writing at least 10 days before that vote. A member who does not

pay dues by the date required in these Bylaws will be automatically expelled from membership. MSTA will notify each such member of the expulsion in writing.

2. Transfer: Membership is nontransferable.
3. Resignation: A member may resign in writing addressed to the Executive Director/ Chief Executive Officer. Resignation will be effective upon receipt. Resignation will not relieve the member of the obligation to pay dues and other assessments accrued before the effective date of the resignation.
4. Use of Intellectual Property: Members will use MSTA names, trademarks, logos, symbols and other intellectual property, including property they create for MSTA, consistent with these Bylaws and MSTA policies.
5. Ownership Rights: Membership is a privilege and not a right. No member will have an ownership or property right in MSTA funds, property or other assets. All property that members create for MSTA will be immediately and always owned by MSTA.

#### **ARTICLE IV: DUES, FEES AND ASSESSMENTS**

- A. Every member must pay annual dues, special fees and assessments, including the first dues installment for members who pay in installments, no later than November 1 of each year. Dues increases, special fees and assessments must be adopted by the Board and approved by the Assembly of Delegates (Assembly). MSTA may publish, bill and collect future years' dues, including increases, without amending these Bylaws.
- B. Annual Dues as of July 1, 2014:
  1. Professional Educator Members, Full-Time: \$219
  2. First Time Members and Professional Educator Members, Employed Half-Time or Less: \$124
  3. Associate Members: \$90
  4. Retired Members: \$25, or \$250 for a life membership
  5. Student Members: \$0
- C. Members may pay MSTA dues to CTAs or directly to MSTA, except teachers who are required to pay dues to school districts. CTAs collecting MSTA dues must forward them to MSTA within 60 days of receipt.
- D. MSTA will forward to CTAs a portion of dues collected from Professional Educator and Associate Members, and to Regions a portion

of dues collected from Professional Educator Members, in amounts proposed by the Board and adopted by the Assembly. As of the adoption of these Bylaws, MSTA will forward without further Board or Assembly action, upon receipt of dues in full and verification of membership:

1. to CTAs, \$6 of dues paid by Professional Educator Members and \$2 of dues paid by Associate Members, and;
2. to Regions, \$12 of dues paid by Professional Educator Members

- E. Non-Payment of Dues: A member who does not pay dues, fees and other assessments within 30 days of when due will be suspended and will not be entitled to rights and privileges of membership unless MSTA returns that member to active status.

#### **ARTICLE V: MEMBERSHIP MEETINGS AND VOTING**

- A. Membership Meetings—Annual, Regular, Special, Assembly
  1. Annual Meeting: MSTA will conduct an Annual Membership Meeting on a date the Board selects. MSTA's President will call the meeting to order and serve as meeting Chair. The first order of business will be to adopt the Committee on Credentials' report. The President will report on MSTA activities and financial condition, and the Assembly will act on matters presented to it according to these Bylaws.
  2. Regular Meetings: MSTA may hold one or more regular membership meetings at the discretion of and at times and places determined by the Board.
  3. Special Meetings: a) MSTA will conduct a Special Membership Meeting if called by the Board, which will fix the time and place of the meeting. b) MSTA will conduct a Special Membership Meeting if at least five percent of Professional Educator and Associate Members sign, date and deliver to an Officer a written demand for the meeting describing the purpose for holding the meeting. MSTA will give the meeting notice required by these Bylaws within 30 days after the date of the written demand.
  4. Assembly: At Annual Membership Meetings, the Assembly will act on behalf of all MSTA members. At Regular or Special Membership Meetings, the Assembly as constituted at the most recent Annual Membership Meeting will act on behalf of all MSTA members.
- B. Notice, Waiver of Notice, Quorum, Voting, Adjournment, Referendum

1. Notice: The Assembly may only act at a membership meeting on matters specified in the meeting notice. MSTA will provide members at least 30 days notice of each Annual, Regular or Special Membership Meeting, including re-notice for previously adjourned meetings. The notice will state the place, date, and time of the meeting and describe business to be transacted, including without limitation a description of proposals members must approve under these Bylaws or state law. Proposals requiring member notice and approval include, among others:
  - a) amendments to Articles of Incorporation or Bylaws, accompanied by a copy or summary of the proposed amendment; b) sale, lease, exchange, or disposal of all, or substantially all, of MSTA's property or assets, accompanied by a copy or summary of a description of the transaction, and; c) dissolution of MSTA, accompanied by a copy or summary of the dissolution plan.
2. Waiver of Notice: Notice of a membership meeting need not be given to a member who signs a waiver of notice either before or after the meeting. The waiver need not specify either the matters transacted or the meeting's purpose. Physical presence of a member at a meeting constitutes waiver of notice and waiver of objections to the time and place of the meeting and the manner in which it was convened, unless the member attends a meeting solely to state, when the meeting begins, objections to transacting business.
3. Quorum: Physical presence of at least 75 percent of Delegates selected according to Bylaw Article VI.B will constitute a quorum to transact business. The Chair will document presence of a quorum in the permanent record of each meeting. If there is no quorum, the Chair will adjourn the meeting.
4. Voting: a) Providing there is a quorum, membership action will require a vote of at least: 1) two-thirds of those delegates present and voting, to adopt amendments to MSTA's Articles of Incorporation or Bylaws, to merge with another entity, to dissolve MSTA, or to change MSTA's name; or, 2) a majority of, those delegates present and voting for all other matters, including without limitation election of the President-Elect and Vice President, adoption of dues increases proposed by the Board, changes in dues forwarding to CTAs and Regions, and statewide education policy resolutions.
- b) Assembly votes will have the same effect as votes by the full membership. All Professional Educator and Associate Members will have equal voting rights regardless of whether they are also CTA members.
- c) Voting by proxy is prohibited.
- d) Cumulative voting is prohibited, meaning members may not vote by multiplying the number of votes members are entitled to cast by the number of candidates for whom they are entitled to vote, and cast the resulting number of votes for a single candidate or distribute that number among two or more candidates.
- e) Voting for Officers or to amend the Articles or Bylaws will be by written or electronic ballot. Other votes will be voice votes unless the Chair or a majority of Delegates decides otherwise. In addition, when the Chair cannot be certain that a voice vote reflects the required minimum total vote, or when two or more Delegates request a roll call, the Chair will require Delegates to vote by standing up or by a show of hands by Region. The Region President or designee and an assistant will count votes for each Region and report to the Chair, who will tabulate the final vote. If available, electronic voting may be utilized as an alternative to voice votes or roll call votes. Whether or not to utilize electronic voting shall be at the discretion of the Chair or a majority of Delegates.
- f) Each Delegate will have one vote in the Assembly.
5. Adjournment: The Chair will adjourn membership meetings by obtaining one member to propose and one member to second adjournment. Unless a member objects, no vote will be required.
6. Referendum: Between annual Assembly meetings, the Board may refer a measure to members for decision in accordance with Bylaw membership meeting and voting rules.

#### **ARTICLE VI: ASSEMBLY OF DELEGATES**

- A. Unless the Board requires otherwise, or the Assembly convenes for a regular or special membership meeting, the Assembly will exist only once a year, at the MSTA Annual Membership Meeting. "Delegate" means

an MSTA member selected according to provisions in the next paragraph below.

B. The Assembly of Delegates will consist of:

1. Each CTA will elect the following number of Delegates from among their members who are Professional Educator or Associate Members with fully paid dues:

<u># of CTA Members</u>	<u># of Delegates Elected</u>
1—37	1
38—62	2
63—87	3
88—112	4
113—137	5

A CTA with more than 137 members will elect one more Delegate for each 25-or-fewer increment of additional members. To determine the number of Delegates from each CTA, member totals will be based on Professional Educator and Associate Member totals as of June 30 of the preceding membership year, unless MSTA can verify larger totals before the first session of the Annual Membership Meeting.

2. Two Delegates appointed by the Board from Retired Members
  3. Two Delegates appointed by the Board from Student Members
  4. All members serving on the Board of Directors
  5. The Articles, Bylaws, and Rules Committee chair and the Education Policy Committee chair.
  6. Each Region's President, President-Elect or Vice President, and Immediate Past President. If any of them is unable to serve, the Board of his or her Region may appoint a substitute Delegate.
  7. All past state presidents who are active professional educator members shall serve as delegates at large. These members shall not be considered in the delegate count from their respective CTAs.
- C. Delegates from CTAs will be selected in accordance with CTA bylaws. Only Professional Educator and Associate Members who are also CTA members may vote for Assembly Delegates.
- D. The first Delegate elected from each CTA each year will be a Classroom Teacher. If a CTA is entitled to more than one Delegate, at least 80 percent of them will be Classroom Teachers, unless a CTA Board waives either of these provisions by a majority vote at a CTA Board meeting.

## ARTICLE VII: BOARD OF DIRECTORS

- A. Composition: The Board of Directors will consist only of Professional Educator Members with fully paid dues. Upon adoption of these Bylaws, there will be 21 Directors, consisting of 4 Officers and 17 Directors from Regions. The number of Directors from Regions may change according to the Election paragraph below.
- B. Role: The Board will constitute MSTA's governing body for all matters, including without limitation to: 1. amend these Bylaws as part of the two-part approval process described in the Miscellaneous Article of these Bylaws; 2. establish MSTA policies, adopt Board Resolutions and propose Assembly Resolutions; 3. hold, purchase, and dispose of MSTA property; 4. implement Resolutions adopted by the Assembly, and; 5. enter into an employment contract on behalf of MSTA with MSTA's Executive Director/Chief Executive Officer and Deputy Executive Director/Chief Operating Officer.
- C. Election: The Assembly will elect the President-Elect and the Vice President. At the end of the President's term, he or she will automatically become Immediate Past President and the President-Elect will automatically become President. Non-Officer Directors will be elected by MSTA members in each Region as of each June 30, according to this formula: one Director from each Region that has up to 3,750 MSTA members; two Directors from each Region that has from 3,751 to 6,250 MSTA members, and; three Directors from each Region that has 6,251 or more MSTA members. If a Region's membership increases or decreases, the number of Directors from that Region will be adjusted at the close of the next Annual Membership Meeting. At least one Director from each Region will be a Classroom Teacher.
- D. Terms: Director terms will be three years. No Director may serve more than two consecutive three-year terms plus a partial term to fill a vacancy, if any. Directors will take office at the close of the Annual Membership Meeting. Directors must attend every Board meeting of every type, except when attendance is not possible for reasons beyond a Director's reasonable control. In such event, the absent Director must notify the Board of the reason in writing as soon as possible. Failure to fulfill this attendance requirement will constitute one category of cause for removal.
- E. Annual and Regular Meetings: The Board's annual meeting will coincide with the Annual Membership Meeting, unless the Board decides otherwise. There will be at

- least four other in-person Board meetings annually. Additional regular meetings may be by telephone conference call or similar form of telecommunications which permits all Directors to simultaneously communicate and effectively participate. The President will call regular Board meetings on his or her own initiative or at the written request of at least three Directors.
- F. Special Meetings: The President may call special Board meetings by filing a written request with the Executive Director/Chief Executive Officer stating the meeting's purpose, place, date, and hour. Special Board meetings may be in person or by telephone conference or similar form of telecommunications, which permits all Directors to simultaneously communicate and effectively participate.
- G. Meeting Records: The Board will keep minutes of its meetings including a record of all votes.
- H. President's Financial Loss: The Board may establish a policy so that the President will not suffer financially from missing duties of an employment contract due to serving as President.
- I. Notice: MSTA will notify Directors of:
1. regular meetings, at least 21 days in advance, and;
  2. special meetings, at least 10 days before an electronic meeting or 21 days before an in-person meeting.
- J. Waiver of Notice: MSTA need not notify a Director of a Board meeting if the Director signs a waiver of notice either before or after the meeting. Meeting attendance by a Director will constitute a waiver of notice and a waiver of objections to the meeting time and place and the manner in which it was called or convened, except when a Director states at the beginning of the meeting or promptly upon arrival at the meeting an objection to transacting business because the meeting is not lawfully called or convened.
- K. Quorum and Voting—General: Except for Quorum and Voting—Special rules below, Board action will require a vote of at least a majority of Directors physically present at a Board meeting, providing there is a quorum physically present of at least a majority of Directors in office.
- L. Quorum and Voting—Special: Board action on the following matters will require a vote of at least 80 percent of Directors physically present at a Board meeting, providing there is a quorum physically present of at least 80 percent of Directors in office. Those matters include:
1. purchase or sale of real estate;
  2. amendments to MSTA's Articles of Incorporation;
  3. amendments to MSTA's Bylaws;
  4. termination of employment of MSTA's Executive Director/Chief Executive Officer or Deputy Executive Director/Chief Operating Officer (except as provided by the employment contract between MSTA and those executives);
  5. dues increases;
  6. MSTA merger, dissolution, or name change, or;
  7. removal of a Director.
- M. Voting Without Meeting: Except for matters listed above under "Quorum and Voting—Special," an action required or permitted at a Board meeting may be taken without a meeting if consent is in writing, setting forth in detail the action consented to, is signed by 100 percent of Directors. The President will place the signed consent in the Board minutes. Proxy voting is prohibited.
- N. Adjournment: The President will adjourn a Board meeting by a vote of the Board after one Director proposes and another Director seconds the motion to adjourn.
- O. Resignation: A Director may resign in writing submitted to the President, with or without a reason, such as retirement, effective when specified in the resignation notice or, if not specified, upon delivery of the notice to the President.
- P. Removal/Vacancies
1. Removal: Officers and Directors may be removed with or without cause. The Assembly may remove Officer-Directors they elected: Immediate Past President, President, President Elect, or Vice President. Delegates from each Region may remove non-Officer-Directors they elected. If a Region fails to remove such a Director within 30 days from written Board request for removal, the Board may remove and replace that Director, and the replacement Director will serve until Delegates from that Region elect their own replacement. The Board may remove the Treasurer.
  2. Vacancies: If a vacancy on the Board occurs between Annual Membership Meetings, the Board will fill the vacancy until the next Annual Membership Meeting, consistent with then-existing Board policy. The Board may fill a Treasurer vacancy for a period ending at or after the next Annual Membership Meeting, but not after the unexpired Term of the Treasurer who vacated the Office. If a vacancy on the Board occurs at an Annual Membership Meeting due to resignation or removal of a Director, then at the same Meeting the Assembly will fill an Officer-Director vacancy and the Region Delegates will fill a non-Officer-Director vacancy.
  3. Other Requirements: A removed Director

cannot be re-elected until the next Annual Membership Meeting. He or she must return MSTAs records in all media to the Board within 72 hours of the removal vote. If a removed Director does not relinquish office and return those records by then, the Board may request a court in the county of MSTAs principal office to summarily order the Director to do so. In that event, the Director will be liable for MSTAs court costs and attorney fees.

Q. Director Conflicts Of Interest

1. A conflict of interest transaction is a transaction with MSTAs in which a Director has a material interest. A conflict of interest transaction is not voidable and is not the basis for imposing liability on a non-compensated Director if the transaction was not unfair to MSTAs at the time it was entered into or is approved in advance by the Board if: (a) The material facts of the transaction and the Directors interest are disclosed or known to the Board, and; (b) Non-interested Directors approving the transaction in good faith reasonably believe that the transaction is not unfair to MSTAs.
2. The Board will adopt a Conflict of Interest Policy requiring signoffs by Directors and committee members. If a portion of that Policy is inconsistent with the Bylaw provision immediately above, that Bylaw provision will prevail.

**ARTICLE VIII: COMMITTEES**

- A. Executive Committee: The Officers will constitute the Executive Committee. In addition, the Executive Director/Chief Executive Officer and the Deputy Executive Director/Chief Operating Officer will serve as non-voting Committee members. Between Board meetings, this Committee will exercise all powers of the Board. A majority of the Executive Committee physically present will constitute a quorum to transact Committee business. The Committee will keep meeting minutes and report all Committee actions at the next Board meeting. The Chair or two Officers may call an Executive Committee meeting.
- B. Finance and Audit Committee: The Board will appoint the Finance and Audit Committee from among Directors then in office. The Treasurer will be this Committees Chair. This Committee will oversee MSTAs finances and coordinate MSTAs annual audit of its financial statements with MSTAs independent CPA firm.
- C. Committee on Credentials: The President will appoint this Committee to certify eligibility

of Delegates to serve in the Assembly.

- D. Articles, Bylaws, and Rules Committee: The Board will appoint this Committee to oversee administration of and changes to MSTAs Articles of Incorporation, Bylaws, and other Rules. The Board will appoint Professional Educator Members to serve on the committee. The committee will have at least one Professional Educator Member from each Region. A Region with more than one Director on the Board will have that same number of Professional Educator Members. Appointments will be for two-year terms. No more than three consecutive two-year terms will be permitted. The Board may appoint one Retired Member and one Associate Member. In addition, the Board will appoint one Director to serve on the Committee as a non-voting coordinator between the Board and the Committee. That Director will attend all Committee meetings and report to the Board.
- E. Education Policy Committee: The Board will appoint this Committee to develop resolutions to propose for Assembly adoption, set legislative priorities, and assist in promoting MSTAs governmental relations program. The Board will appoint Professional Educator Members to serve on the committee. The committee will have at least one Professional Educator Member from each Region. A Region with more than one Director on the Board will have that same number of Professional Educator Members. Appointments will be for two-year terms. No more than three consecutive two-year terms will be permitted. The Board may appoint one Retired Member and one Associate Member. In addition, the Board will appoint one Director to serve on the Committee as a non-voting coordinator between the Board and the Committee. That Director will attend all Committee meetings and report to the Board.
- F. Student Committee: The Board will appoint this Committee to provide guidelines for Student Members at each college or university on such matters as local student advisers and dues. This Committee will serve the interests of Student Members in colleges and universities that offer degrees in education.
- G. The Board may establish other committees and adopt procedures for those committees.



## ARTICLE IX: OFFICERS

- A. MSTA officers will be the Immediate Past President, President, President-Elect, Vice President and Treasurer. At the first Board meeting after the Annual Membership Meeting, the Board will appoint as Treasurer a Director who does not hold another Office, and who will remain a Director.
- B. Candidates for President-Elect and Vice President may present a statement up to 400 words to be published in MSTA's official publication if made available at least 90 days before the Annual Membership Meeting.
- C. Officers must be full-time Professional Educator Members, and must not be a voting delegate in another statewide organization that can represent teachers, affect legislation, and shape policy for education in Missouri, excluding subject-area organizations and advisory bodies but including without limitation: a) Missouri affiliate of the National Education Association; b) Missouri affiliate of the American Federation of Teachers; c) Missouri Association of Rural Educators; d) Missouri Association of School Administrators, and; e) Missouri School Boards' Association.
- D. Except for the Treasurer, Officers will take office at the close of the Annual Membership Meeting, for a term of one year. The Treasurer will take office at the close of the Board meeting at which the Board appoints the Treasurer, for a term from one year to three years at the Board's discretion in accordance with then-existing Board policy.
- E. The President will preside over meetings of the Board, the Executive Committee and the Assembly. The President will serve as Chair of each of those groups and as MSTA's Chief Elected Officer. The President will prepare and distribute agendas for those meetings, and lead MSTA governance efforts on behalf of the Board. The President will also perform other duties the Board assigns.
- F. The President-Elect will serve as President in the absence of the President, and will fulfill other duties the President assigns.
- G. The Vice President will serve as President in the absence of the President and President-Elect, and will fulfill other duties the President assigns.
- H. The Treasurer will coordinate with MSTA's independent CPA firm and with MSTA's Chief Financial Officer to assure that MSTA's:
  - 1. annual financial statements are audited and receive the CPA's unqualified opinion on fair presentation; 2. financial books and records are kept in a complete and accurate manner, and; 3. funds are properly invested and protected. The Treasurer will serve as Chair of the Finance and Audit Committee; coordinate with the Executive Director/Chief Executive Officer to ensure timely financial reports are available to the Board; guide the Executive Director/Chief Executive Officer in preparing the annual budget, and; review MSTA's annual audited financial statements with MSTA's independent CPA firm, the Board, the Executive Director/Chief Executive Officer and Deputy Executive Director/Chief Operating Officer.
- I. The Immediate Past President will perform duties the Chair assigns.
- J. The Board or Chair may add duties for an Officer, but may not remove duties required by these Bylaws.
- K. Officers may be removed and vacancies filled, as provided in these Bylaws for removing and replacing Directors.
- L. The Treasurer may resign in writing submitted to the President, with or without a reason, such as retirement, effective when specified in the resignation notice or, if not specified, upon delivery of the notice to the President.

## ARTICLE X:

### COMMUNITY TEACHER ASSOCIATIONS (CTAs)

- A. "Community Teacher Association" (CTA) means an independent affiliate of MSTA.
- B. A group of Professional Educator and Associate Members may form and become members of a CTA.
- C. MSTA members organizing a CTA must notify MSTA, provide a list of names of organizing members and CTA officers, and pay to MSTA 100 percent of their dues. MSTA will recognize a CTA as an independent affiliate after confirming that the organizing members are MSTA Professional Educator or Associate Members and that the CTA satisfies MSTA requirements for organizing a CTA.
- D. Only MSTA Professional Educator and Associate Members may serve as CTA president, vice president, and/or president-elect.
- E. MSTA will recognize only one CTA in each school district.
- F. Each CTA will be governed by its own board of directors elected by its members. Each CTA will adopt separate articles of association or incorporation and bylaws, not subject to MSTA approval. MSTA will not issue operating guidelines to CTAs.
- G. A CTA or its members, officers and directors will not be authorized to speak on behalf of or make a legal, financial or other commitment for MSTA.
- H. CTAs may use MSTA names, trademarks, logos, symbols and other intellectual property,

regardless of who created the property for MSTA, only in a manner consistent with these Bylaws and MSTA policies.

- I. MSTA will not pay dues to CTAs or provide CTAs with MSTA funds for operating expenses. CTAs will reimburse MSTA for items purchased from MSTA and for expenses MSTA incurs for CTAs. CTAs will establish and control their own operating budgets, bank accounts and insurance policies, not subject to MSTA approval. CTAs will prepare separate financial statements, file separate tax returns and use separate Employer Identification Numbers.
- J. CTAs will sign their own contracts, solely on their own behalf and not on behalf of MSTA. MSTA will not sign contracts on behalf of CTAs or have any responsibility for CTA contracts. If CTAs need employees or independent contractors, they will hire and fire them without MSTA participation.

#### **ARTICLE XI:**

##### **REGIONAL ASSOCIATIONS (Regions)**

- A. "Regional Association" (Region) means an independent affiliate of MSTA organized by CTAs.
- B. MSTA members in all classes will automatically be members of the Region where they work.
- C. The MSTA Board will determine geographic boundaries of each Region.
- D. CTAs will organize into no more than twelve Regions. MSTA will maintain and publish a list of CTAs that comprise each Region.
- E. Each Region will be governed by its own board of directors elected by its members. Each Region will adopt separate articles of association or incorporation and bylaws, not subject to MSTA approval. MSTA will not issue operating guidelines to Regions.
- F. A Region or its members, officers and directors will not be authorized to speak on behalf of or make a legal, financial or other commitment for MSTA.
- G. Regions may use MSTA names, trademarks, logos, symbols and other intellectual property, regardless of who created the property for MSTA, only in a manner consistent with these Bylaws and MSTA policies.
- H. MSTA will not pay dues to Regions or provide Regions with MSTA funds for operating expenses. Regions will reimburse MSTA for items purchased from MSTA and for expenses MSTA incurs for Regions. Regions will establish and control their own operating budgets, bank accounts and insurance policies, not subject to MSTA approval. Regions will prepare separate financial

statements, file separate tax returns and use separate Employer Identification Numbers.

- I. Regions will sign their own contracts solely on their own behalf and not on behalf of MSTA. MSTA will not sign contracts on behalf of Regions or have any responsibility for Region contracts. If Regions need employees or independent contractors, they will hire and fire them without MSTA participation.

#### **ARTICLE XII: INDEMNIFICATION**

- A. Indemnified Persons: MSTA will indemnify and hold harmless each person who was or is a party, or may become a party, in an action, suit or proceeding, civil, criminal, administrative, investigative, formal or informal, because he or she was or is an MSTA Director, Officer, or employee. Indemnity will continue as to each person who has ceased to be a Director, Officer, or employee, and will inure to the benefit of his or her heirs, executors, and administrators.
- B. Indemnified Expenses: Indemnity will cover all costs, charges, expenses, liabilities, losses, attorney fees, judgments, fines, taxes, penalties, and settlement amounts, incurred by an Indemnified Person, except if he or she, after exhausting possible appeals, is guilty of gross negligence or willful misconduct, or convicted of a felony. In the event of a settlement, indemnity will apply only when the Board determines that the settlement is in MSTA's best interests.
- C. 1. Indemnification Obligation: The amount of MSTA's obligation to Indemnified Persons for Indemnified Expenses will be 100% of the smaller of: a) the amount permitted by Missouri law, or; b) the sum of: 1) amounts covered by MSTA's applicable insurance policies, plus; 2) amounts up to the Indemnified Dollar Limit not covered by those policies, including amounts classified as Deductible or Retention.  
2. Definition: The Indemnified Dollar Limit will be the amount beyond which MSTA would either: a) be insolvent as defined under generally acceptable accounting principles published by the American Institute of Certified Public Accountants, or; b) reduce Financial Reserves below a minimum amount that a majority of disinterested Directors reasonably determines MSTA should maintain, but no less than \$100,000. This \$100,000 Financial Reserves minimum will automatically increase 5% compounded annually beginning July 1, 2008. Financial Reserves will have the meaning established in MSTA's Financial Reserves Policy.

3. Unpaid Expenses: If the Indemnified Dollar Limit causes MSTA to not pay some Indemnified Expenses otherwise payable, MSTA will: a) pro-rate the paid portion of Indemnified Expenses among Indemnified Persons based on total amounts to which they would be entitled if there were no Limit, and; b) pay within 24 months from the date of the last payment to any Indemnified Persons as much of the unpaid Indemnified Expenses as a majority of disinterested Directors reasonably determines MSTA can pay without exceeding the Limit.

#### **ARTICLE XIII: FINANCE AND BUDGET**

- A. A budget showing anticipated revenue and expenses will be adopted annually by the Board.
  - B. MSTA accounting will conform to recommended practices of the American Institute of Certified Public Accountants. The Chief Financial Officer will provide comparative period financial reports to the Board at regular meetings or as the Board determines.
  - C. The Board will provide for an annual audit of MSTA financial statements by an independent auditor. Results of that audit will be reported by that auditor to the Board.
  - D. MSTA will purchase a fidelity bond for faithful performance, in a form and amount the Board approves, for the Directors, Executive Director/Chief Executive Officer, Deputy Executive Director/Chief Operating Officer, Chief Financial Officer and other staff whose duties include financial responsibilities.
  - E. MSTA will implement an investment policy and financial reserves policy so that MSTA's financial well-being is sufficient to protect it against unexpected decreases in dues revenue and is also sufficient to fund increasing needs for its services.
- G. English will be MSTA's official business language.
  - H. MSTA will not make loans to Directors or employees.
  - I. Bylaw amendments may be made only by the following two-part approval process:
    1. By adoption of the Board of Directors (if amendments do not relate to the number of Directors, Board composition, Directors' term of office, or Directors' selection method), and;
    2. By adoption of the Assembly of Delegates.
    3. Adopted amendments will be effective at the end of the meeting at which the Assembly adopts them.

than a substitute teacher who devotes at least 50 percent of daily employed time to classroom teaching or who performs education-related work that places him or her on a local salary schedule for teachers, and who is not receiving teacher retirement benefits.

- E. If a portion of these Bylaws is determined to be invalid, the remainder of these Bylaws will remain valid, and the invalid provision may be replaced with a valid provision through the amendment procedure.
- F. A Bylaws-required notice must be written, and may use postal mail, electronic mail or facsimile transmission. If given by postal mail, the notice must be by first class or certified mail sent to the last address of the member shown on the corporation's records.

#### **ARTICLE XIV: MISCELLANEOUS**

- A. Except as otherwise provided by the Board or the President, only the President or Executive Director/Chief Executive Officer, or either's designee, may take official action, make a public statement, or otherwise hold himself or herself out to the public as authorized to act on behalf of MSTA.
- B. Unless modified by the Board, MSTA's membership year, dues-paying year and fiscal year will run from July 1 through June 30.
- C. The most recently revised edition of *Roberts Rules of Order* will govern Board, Assembly, member and committee meetings unless otherwise provided in these Bylaws.
- D. "Classroom Teacher" means a teacher other



**MISSOURI STATE TEACHERS ASSOCIATION**

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