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**BYLAWS**

**ARTICLE I: NAME**

This organization shall be known as the Southwest Region Teachers Association, Inc. (hereinafter called SWRTA).

**ARTICLE II: PURPOSE**

The purpose of SWRTA shall be the formation of a closer organization of the teachers of Southwest Missouri in order to bring about greater unity of action, promote the educational welfare of the students of the region and the state, and promote the common interest of teachers and other education personnel by providing them information resources, workshops, and other services.

**ARTICLE III: MEMBERSHIP**

A. Membership: All members of the Missouri State Teachers Association (MSTA) in all classes are automatically members of the same classes in SWRTA. Those classes, as defined by MSTA’s Bylaws, are Professional Educator, Associate Member, Retired Member, and Student Member.

B. Services and Privileges: SWRTA’s Board will determine members’ services and privileges.

C. Voting: Professional Educator and Associate Members will be the only voting members, except to the extent the Bylaws authorize the Board to appoint Retired members as Assembly Delegates.

D. 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 SWRTA’s Conflict of Interest

Policy**.** The Board will notify the member of charges at least 30 days before the Board vote and will grant a hearing before the Board if the member requests it 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. SWRTA 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 President. 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 may only use SWRTA names, trademarks, logos,

symbols, and other intellectual property they create for SWRTA, consistent with these

Bylaws and SWRTA policies.

5. Ownership Rights: Membership is a privilege and not a right. No member will have an

ownership or property right in SWRTA funds, property, or other assets. All property that

members create for SWRTA will be immediately and always owned by SWRTA.

**ARTICLE IV: DUES**

A. Every Professional Educator 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). SWRTA may publish, bill, and collect future years’ dues, including increases, without amending these Bylaws.

B. MSTA will forward to SWRTA a portion of dues collected from Professional Educator members as specified in MSTA’s Bylaws.

**ARTICLE V: MEMBERSHIP MEETINGS, ASSEMBLY OF DELEGATES, AND VOTING**

A. Membership Meetings—Annual, Regular, Assembly

1. Annual Meeting: SWRTA will conduct an Annual Membership Meeting on a date the

Board selects. SWRTA’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 SWRTA activities and financial condition, and the Assembly

will act on matters presented to it according to these Bylaws.

2. Regular Meetings: SWRTA 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) SWRTA will conduct a Special Membership Meeting if called by

the Board, which will fix the time and place of the meeting.

b) SWRTA 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. SWRTA

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

SWRTA members. At Regular or Special Membership Meetings, the Assembly as

constituted at the most recent Annual Membership Meeting will act on behalf of all

SWRTA members.

B. The Assembly of Delegates shall be the legislative body of this region. It shall have the power to transact all business of the region not otherwise provided for in these Bylaws, to enact legislation relative to the work of the Region, and to make recommendations governing the work of the SWRTA Board of Directors and that of the local Community Teacher Associations.

C. Notice, Waiver of Notice, Quorum, Voting, Adjournment, Referendum

1. Notice: 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 SWRTA records. The

Assembly may only act at a membership meeting on matters specified in the meeting

notice. SWRTA 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 of 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 SWRTA’s property or assets,

accompanied by a copy or summary of a description of the transaction; and c) dissolution

of SWRTA, 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

SWRTA Bylaw Article V.D 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, action on matters reserved for the members and

not within the Board of Directors authority will require a vote of at least: 1) the lesser of

two-thirds of votes cast or a majority of voting power, meaning Delegates physically

present and counted for quorum purposes, to adopt amendments to SWRTA’s Articles

of Incorporation or Bylaws (after Bylaw amendment adoption by the Board of Directors),

to merge with another entity, to dissolve SWRTA, or to change SWRTA’s name; or

2) a majority of the required quorum, for all other matters, including without limitation

election of the President-Elect and Vice President, adoption of dues increases proposed by

the Board, 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.

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. The SWRTA

President or designee and an assistant will count votes 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. The Chair or a majority of Delegates may decide whether to

use electronic voting.

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.

D. The Assembly of Delegates will consist of:

1. Each CTA will elect the following number of Delegates from among their members who

are Professional Educators or Associate Members with fully paid dues:

Number of CTA Members Number of Delegates Elected

1 1-37

2 38-62

3 63-87

4 88-112

5 113-137

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 SWRTA can verify larger totals before

the first session of the Annual Membership Meeting.

2. Two Delegates appointed by the Board from Retired Members.

3. All members serving on the Board of Directors.

4. All standing committee chairs, including those who are elected Delegates.

5. SWRTA’s President, President-Elect, Vice President, and Immediate Past President. If

any of them is unable to serve, the Board may appoint a substitute Delegate.

Delegates of the CTA will be delegates at the SWRTA Assembly.

6. The first Delegate elected from each CTA each year will be a Classroom Teacher,

meaning a teacher not receiving teacher retirement benefits and not 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. 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.

E. SWRTA may hold one or more regular membership meetings at the discretion of and at times and places determined by the Board.

**ARTICLE VI - BOARD OF DIRECTORS**

A. Composition: The Board of Directors shall be composed of the Officers, four elected Board of Directors members of the Region, and the State MSTA Board of Directors members from the Region. Any full-time Professional Educator member in the Region shall be eligible to hold office and serve on any committee of SWRTA. The Secretary-Treasurer may be a retired member.

B. Role: Unless provided otherwise in SWRTA Articles of Incorporation or Bylaws, including rights reserved to members in voting provisions of Bylaw Article V—Membership Meetings and Voting, the Board will constitute SWRTA’s governing body for all matters, including without limitation to: 1) amend Bylaws as part of the two-part approval process described in Article XIII; 2) establish SWRTA policies, adopt Board Resolutions, and propose or implement Assembly Resolutions; and 3) hold, purchase, and dispose of SWRTA property.

C. Election and Terms:

1) SWRTA Board of Directors members shall be elected at the SWRTA

Assembly of Delegates, to serve a term of four years for not more than two consecutive

terms plus fulfill the remainder of a vacated term if needed, by a majority of those present and

voting.

2) Any SWRTA member wishing to run for Board of Directors, including officer positions,

shall provide written intent to run to the Region Secretary-Treasurer 30 days prior to the

Assembly of Delegates. Nominations may also be taken from the floor at the Assembly,

providing the candidate has a nominator and a second.

3) The State MSTA Board of Directors members of the Region shall be elected at the

SWRTA Assembly of Delegates meeting, to serve a term of three years for no more than

two consecutive terms plus fulfill the remainder of a vacated term if needed, by a majority of those present and voting. The State MSTA Board members will be voting members on the SWRTA Board of Directors.

4) Directors will take office at the close of the Annual Membership Meeting.

D. Meeting Attendance: SWRTA Board of Directors members should attend every Board meeting of every type (regularly scheduled Board meetings, TEPS, Spring Leadership, and SWRTA Assembly of Delegates), 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 attend 75% of required annual regional meetings and events, regardless of reason or notification of Board, may result in removal from the Board. The Board is required to vote on removal of a Director.

E. Annual and Regular Meetings: The Board’s annual meeting will coincide with the SWRTA

Assembly of Delegates unless the Board decides otherwise. There will be at least four other in-person Board meetings annually. The President may call special Board meetings or additional regular meetings, which may be in person or through electronic communications. The President will call regular Board meetings on his or her own initiative or at the written request of at least three Directors.

F. Meeting Records: The Board will keep minutes of its meetings including a record of all votes.

G. Compensation: The Board may establish a policy so that SWRTA may compensate the Secretary-Treasurer for his/her services.

H. Waiver of Notice: SWRTA 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.

I. Quorum and Voting:

1. 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.

2. 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 SWRTA Articles of Incorporation; 3) amendments

to SWRTA Bylaws; 4) SWRTA merger, dissolution, or name change; or 5) removal of a

Director.

J. 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 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.

K. 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.

L. Removal/Vacancies

1. Removal: Officers and Directors may be removed with or without cause. The Assembly

may remove Officer-Directors as well as Non-Officer-Directors they elected. If the

Assembly fails to remove 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 the Assembly elects a permanent replacement.

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. If a vacancy on

the Board occurs at an Annual Membership Meeting due to resignation or removal of a

Director, then the Assembly will fill that vacancy at the same Annual Membership

Meeting.

3. Other Requirements: A removed Director cannot be re-elected until the next Annual

Membership Meeting. He or she must return SWRTA records in all media to the Board

within 72 hours of the removal vote. If a removed Director does not relinquish office and

return records by then, SWRTA may request a court in the county of SWRTA’s principal

office to summarily order the Director to do so. In that event, the Director will be liable

for SWRTA court costs and attorney fees.

M. Director Conflicts of Interest

1. A conflict of interest transaction is a transaction with SWRTA 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 noncompensated Director if the transaction was not unfair to

SWRTA when entered into or is approved in advance by the Board if: (a) the material

facts of the transaction and the Director’s interest are disclosed or known to the Board

before the transaction occurs; and (b) Non-interested Directors approving the transaction

in good faith believe that the transaction is not unfair to SWRTA.

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.

N. Loans: SWRTA will not make loans to Directors, Officers, or employees.

**ARTICLE VII: COMMITTEES**

A. Executive Committee: The Officers will constitute the Executive Committee. Between Board meetings, this Committee will exercise all powers of the Board except the power to act in the matters specifically enumerated as part of the Board’s Role in Article VI.B. 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 President or any two Officers may call an Executive Committee meeting.

B. The Committees at the time of adoption of these Bylaws are:

1. Education Policy Committee - Plan Capitol Day, select legislator gifts, handle region resolutions

2. Award Selection Committee - select award, scholarship, and grant winners

3. Credentials - Establish the required quorum and count written votes at the Assembly of Delegates meeting

4. TEPS - Plan TEPS events and assist with registration

5. Audit - Annually audit the region financial statements and report the audit to the Assembly of Delegates annual meeting

C. The Board may establish/dissolve other committees and adopt policies and procedures for those committees.

D. Election, Term, and Duties

1. The Board of Directors shall appoint members and designate chairs. To provide

continuity, initial appointments will be for staggered terms. Subsequent appointments

will be made for two-year terms. Each member may serve three consecutive terms.

2. All Committees shall operate under guidelines established by the Board of

Directors.

E. Appointments shall be made in the spring.

F. Reports of Committee activities shall be submitted annually to the Assembly of Delegates.

**ARTICLE VIII: OFFICERS**

A. The Officers of the Region shall be the President, President-Elect, Vice President, and Past President, and Secretary-Treasurer. All Officers must be Directors. No Director may simultaneously hold more than one office.

B. Officers must be full-time Professional Educator Members, except the Secretary/Treasurer who may be a retired member, and must not be a voting delegate in a statewide organization, except MSTA, that can represent teachers, affect legislation, and shape policy for education in Missouri, excluding subject-area organizations and advisory bodies but including without limitation the: a) Missouri affiliate of the National Education Association; b) Missouri affiliate of the American Federation of Teachers; and c) Missouri Association of Rural Educators.

C. Officers will take office at the close of the Annual Membership Meeting.

D. The President-Elect and Vice President shall be elected by the delegates at the annual Regional Assembly of Delegates meeting and shall serve one year. The Secretary-Treasurer shall be appointed by the Board of Directors.

E. The President will preside over all Regional meetings, Board meetings, and Executive Committee meetings.

F. The President-Elect will serve as President in the absence of the President and will fulfill other duties as assigned.

G. The Vice President will serve as President in the absence of the President and President-Elect and will fulfill other duties as assigned.

H. The Immediate Past President will perform duties as assigned.

I. The Secretary-Treasurer will be appointed by the Board and shall keep a record of the proceedings of the Region and also serve as Secretary of the Regional Board of Directors. The Secretary-Treasurer shall keep all funds, paying out money only upon warrants duly authorized by the Board of Directors. The Secretary-Treasurer will be a voting member of the Regional Board. The Secretary-Treasurer will: 1) give all notices required by these Bylaws or state law; maintain all SWRTA organizational records; record and maintain minutes of Board and Executive Committee meetings; and perform other duties assigned by the President or the Board;

2) Serve as custodian of all SWRTA financial and tax records; 3) assure that SWRTA’s annual financial statements are audited and receive Board approval in draft form;

4) Ensure the SWRTA’s tax returns are professionally prepared and filed in accordance with all state and federal guidelines and provide that information to the Board of Directors for review.

5) maintain SWRTA’s financial books and records in a complete and accurate manner; 6) properly invest and protect SWRTA funds; 7) serve as Chair of the Finance and Audit Committee; 8) submit timely financial reports to the Board at least quarterly; 9) prepare the annual budget for Board approval; 10) deposit in a Board-approved bank all SWRTA funds, and keep accurate records of those deposits; 11) disburse all funds as authorized by the Board; and 12) at the end of appointment deliver to the next Secretary-Treasurer all financial records and the means to access all funds, including safe deposit box keys and account passwords.

**ARTICLE IX: FINANCE AND BUDGET**

A. A budget showing anticipated revenue and expenses will be adopted annually by the Board.

B. The Secretary-Treasurer shall be bonded for the safekeeping of the funds of the Region in a sum to be fixed by the Board of Directors, the premiums for same to be paid by the Region.

C. The Board will provide for an annual audit of the Region’s financial statements. The report from such audit will be presented at the Assembly of Delegates Annual Meeting.

D. The Board will determine who may sign SWRTA checks and contracts. Absent a Board Resolution to the contrary, only the President may sign contracts.

E. All checks of the Region shall contain the signature of two Regional Board of Directors members, with at least one being the President or Secretary-Treasurer.

F. The Board shall have charge of the finances of the Region, make all appropriations, and authorize all expenditures and contracts.

G. SWRTA will implement an investment policy and financial reserve policy so that SWRTA’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.

**ARTICLE X: COMMUNITY TEACHER ASSOCIATIONS (CTAs)**

A. “Community Teacher Association” (CTA) means an independent affiliate of MSTA.

B. CTAs in certain contiguous areas of Missouri are organized into SWRTA.

C. A CTA or its members, officers, and Directors are not authorized to speak on behalf of or make a legal, financial, or other commitment for SWRTA.

D. CTAs may use SWRTA names, trademarks, logos, symbols, and other intellectual property, regardless of who created the property for SWRTA, only in a manner consistent with SWRTA’s Bylaws and policies. A CTA must obtain SWRTA’s advance written consent before each such use.

E. SWRTA will not pay dues to CTAs or provide CTAs with operating funds. CTAs will reimburse SWRTA for items purchased from SWRTA and for expenses SWRTA incurs for CTAs. SWRTA will not approve CTA budgets, bank accounts, or insurance policies, or prepare or review CTA financial statements or tax returns. CTAs cannot use SWRTA’s Employer Identification Number.

F. SWRTA will not sign contracts for CTAs or be otherwise responsible for CTA contracts.

**ARTICLE XI: MISSOURI STATE TEACHERS ASSOCIATION (MSTA)**

A. SWRTA is an independent affiliate of MSTA.

B. MSTA’s Board of Directors will determine SWRTA’s geographic boundaries.

C. MSTA will maintain and disclose to SWRTA a list of CTAs that comprise SWRTA.

D. SWRTA will be governed by its Board of Directors. It’s Articles of Incorporation and these Bylaws will not be subject to MSTA approval. MSTA will not issue operating guidelines to SWRTA.

E. Neither SWRTA nor its members, Officers, or Directors will be authorized to speak on behalf of or make a legal, financial, or other commitment for MSTA.

F. SWRTA 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 MSTA’s Bylaws and policies. SWRTA must obtain MSTA’s advance written consent before each such use.

G. MSTA will not pay dues to SWRTA or provide SWRTA with funds for operating expenses. SWRTA will reimburse MSTA for items purchased from MSTA and for expenses MSTA incurs for SWRTA. SWRTA will establish and control its own operating budgets, bank accounts, and insurance policies, not subject to MSTA approval. SWRTA will produce its own publications and operate its own meetings. SWRTA will not operate meetings at which it presents MSTA as a co-sponsor or in a similar role without MSTA’s advance written consent. SWRTA will prepare separate financial statements, file separate tax returns, file separate state reports, and use a separate Employer Identification Number.

H. SWRTA will sign its own contracts solely on its own behalf and not on behalf of MSTA. MSTA will not sign contracts on behalf of SWRTA or be responsible for SWRTA contracts. If SWRTA needs employees or independent contractors, it will hire and fire them without MSTA participation.

**ARTICLE XII: INDEMNIFICATION**

A. Reimbursement Policy: SWRTA will be permitted, but not required, to indemnify and hold harmless its Officers, Directors, and employees to the extent its resources allow and its Board of Directors authorizes, consistent with Missouri law.

B. MSTA Reimbursement: MSTA will have no responsibility to indemnify or hold harmless an SWRTA Officer, Director, or employee.

C. Insurance: SWRTA may obtain its own insurance policy to fund whatever indemnity obligations the Board authorizes. SWRTA and its Officers, Directors, and employees will not be covered by an MSTA insurance policy for indemnity or other purpose.

**ARTICLE XIII: MISCELLANEOUS**

A. The most recently revised edition of *Roberts Rules of Order* will govern Board, Assembly, member, and committee meetings unless otherwise provided in these Bylaws.

B. These Bylaws shall be reviewed every five years or before, for possible revision, beginning with the adoption of these Bylaws.

C. 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, subsequently;

2. By adoption of the Assembly of Delegates.

3. Adopted amendments will be effective at the end of the Assembly meeting at which they

are adopted.

D. Copies of the proposed amendments shall be made available to each member at least 30 days prior to the Assembly of Delegates meeting. Amendments will be effective at the end of the meeting at which the Assembly adopts them. All former constitutions of this body shall thereafter be null and void.

E. In the event of the dissolution of SWRTA, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Region, dispose of all the assets. Such disposition shall be made to organizations operated exclusively for charitable or educational purposes that qualify as an exempt organization.

F. Any Director that uses his or her position for personal benefit or to benefit others shall be prosecuted to the fullest extent of the law.