

Bylaws

JEFFERSON COUNTY REGION ASSOCIATION, INC.

Adopted by the Jefferson County Region Association Region membership: April 13, 2010
Amended April 10, 2012

BYLAWS TABLE OF CONTENTS

[ARTICLE I: NAME](#)

[ARTICLE II: PURPOSE](#)

[ARTICLE III: MEMBERSHIP](#)

[ARTICLE IV: DUES, FEES AND ASSESSMENTS](#)

[ARTICLE V: MEMBERSHIP MEETINGS AND VOTING](#)

[ARTICLE VI: BOARD OF DIRECTORS](#)

[ARTICLE VII: COMMITTEES](#)

[ARTICLE VIII: OFFICERS](#)

[ARTICLE IX: COMMUNITY TEACHER ASSOCIATIONS \(CTAs\)](#)

[ARTICLE X: REGIONAL ASSOCIATIONS \(Regions\)](#)

[ARTICLE XI: INDEMNIFICATION](#)

[ARTICLE XII: FINANCE AND BUDGET](#)

[ARTICLE XIII: MISCELLANEOUS](#)

BYLAWS

ARTICLE I: NAME

These are the Bylaws of the Jefferson County Region Association, Inc. (JCRA), as authorized by the Missouri Nonprofit Corporation Act, Chapter 355 of the Missouri Revised Statutes.

ARTICLE II: PURPOSE

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

B. Services and Privileges: JCRA'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.

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 JCRA'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. JCRA 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 JCRA names, trademarks, logos, symbols and other intellectual property, including property they create for JCRA, consistent with these Bylaws and JCRA policies.
5. Ownership Rights: Membership is a privilege and not a right. No member will have an ownership or property right in JCRA funds, property or other assets. All property that members create for JCRA will be immediately and always owned by JCRA.

ARTICLE IV: DUES, FEES AND ASSESSMENTS

- A. Every Professional Educator 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 Region membership. JCRA may publish, bill and collect future years' dues, including increases, without amending these Bylaws.
- B. Annual Dues upon adoption of these Bylaws are \$12 for Professional Educator members. Other members do not pay dues.
- C. Professional Educator members may pay JCRA dues to CTAs or directly to MSTA, which will forward those dues to JCRA, except teachers who are required to pay dues to school districts. CTAs collecting JCRA dues must forward them to MSTA within 60 days of receipt.
- D. MSTA will forward to JCRA a portion of dues collected from Professional Educator members as specified in MSTA's Bylaws.

ARTICLE V: MEMBERSHIP MEETINGS AND VOTING

- A. Membership Meetings—Annual, Regular, Special, Assembly
 1. Annual Meeting: JCRA will conduct an Annual Membership Meeting on a date the Board selects. JCRA's President will call the meeting to order and serve as meeting Chair. The President will report on JCRA activities and financial condition, and the Assembly will act on matters presented to it according to these Bylaws.
 2. Regular Meetings: JCRA 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) JCRA will conduct a Special Membership Meeting if called by the Board, which will fix the time and place of the meeting.

b) JCRA 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. JCRA will give the meeting notice required by these Bylaws within 30 days after the date of the written demand.

B. 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 JCRA records. The members may only act at a membership meeting on matters specified in the meeting notice. JCRA 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 amendments; b) sale, lease, exchange, or disposal of all, or substantially all, of JCRA's property or assets, accompanied by a copy or summary of a description of the transaction, and; c) dissolution of JCRA, 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 3 percent of Region members selected in accordance with these Bylaws 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 Region members physically present and counted for quorum purposes, to adopt amendments to JCRA's Articles of Incorporation or Bylaws (after Bylaw amendment adoption by the Board of Directors), to merge with another entity, to dissolve JCRA, or to change JCRA'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) 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 of Incorporation or Bylaws will be by written or electronic ballot. Other votes will be voice votes unless the Chair or a majority of Region members present 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 Region members request a roll call, the Chair will require Region members to vote by standing up or by a show of hands. The JCRA Chair or designee and an assistant will count votes, after which the Chair 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 Region members present may decide whether to use electronic voting.
 - f) Each Region member 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 meetings, the Board may refer a measure to members for decision in accordance with Bylaw membership meeting and voting rules.

ARTICLE VI: BOARD OF DIRECTORS

- A. Composition: The Board of Directors will consist only of Professional Educator Members who have fully paid dues. Upon adoption of these Bylaws, there are up to 17 Directors, consisting of 6 Officers, with the preference of each from a different CTA, and up to 11 Non-Officers.
- B. Role: Unless provided otherwise in JCRA Articles of Incorporation or Bylaws, including rights reserved to members in voting provisions of these Bylaws, the Board will constitute JCRA's governing body for all matters, including without limitation to: 1) amend Bylaws as part of the two-part approval process described in these Bylaws; 2) establish JCRA policies, adopt Board Resolutions and propose or implement Resolutions; 3) hold, purchase, and dispose of JCRA property, and; 4) enter into an employment contract on behalf of JCRA with an Executive Director/Chief Executive Officer if JCRA retains one.
- C. Election: The membership will elect Directors to serve as President-Elect, Vice President, Treasurer, and Secretary. 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. Each CTA may appoint one Classroom Teacher to serve as a Non Officer Director. The membership will designate one or more Directors it elects, according to the formula in MSTA's Bylaws, to serve on MSTA's Board of Directors. No such Director may be an JCRA Officer.

- D. Terms: Director terms will be one year and will take office at the end of the Annual Membership Meeting at which they are elected.
- E. Meeting Attendance: 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 and notice requirement will constitute an automatic resignation by that Director, whose position will remain vacant for the remainder of the term or until the vacancy is filled by the Board according to these Bylaws.
- F. 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.
- G. Special Meetings: The President may call special Board meetings by filing a written request with the Executive Director/Chief Executive Officer or, absent an Executive Director, with the President-Elect, 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.
- H. Meeting Records: The Board will keep minutes of its meetings including a record of all votes.
- I. Compensation of Officers: The Board may establish a policy so that: 1) the President will not suffer financially from missing duties of an employment contract due to serving as President, and; 2) JCRA may compensate the Secretary and Treasurer for their services as those Officers, up to an annual maximum amount of \$500 each.
- J. Notice: JCRA 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.
- K. Waiver of Notice: JCRA need not notify a Director of a Board meeting if the Director signs a waiver of notice before or after the meeting. Meeting attendance 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 an objection to transacting business because the meeting is not lawfully called or convened.
- L. 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.
- M. 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 JCRA Articles of Incorporation; 3) amendments to JCRA Bylaws; 4) dues

increases; 5) JCRA merger, dissolution, or name change, or; 6) removal of a Director.

- N. 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, and is signed by 100 percent of Directors. The President will place the signed consent in the Board minutes. Proxy voting is prohibited.
- O. 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.
- P. 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. Upon resignation, the Board will fill the vacancy.
- Q. Removal/Vacancies
1. Removal: Officers and Directors may be removed with or without cause. The membership may remove Officer-Directors as well as Non-Officer-Directors they elected.
 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 JCRA 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, JCRA may request a court in the county of JCRA’s principal office to summarily order the Director to do so. In that event, the Director will be liable for JCRA court costs and attorney fees.
- R. Director Conflicts Of Interest
1. A conflict of interest transaction is a transaction with JCRA 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 Director with a material interest in that transaction if: a) all material facts of the transaction and the Director’s interest are disclosed or known to the full Board before the transaction occurs, and; b) the Board approves the transaction in advance by a vote of only non-interested Directors who reasonably believe in good faith that the transaction is fair to JCRA.
 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.
- S. Loans: JCRA 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 these Bylaws. 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. Finance and Audit Committee: The Board will appoint the Finance and Audit Committee from among Directors. The Treasurer will be this Committee's Chair. This Committee will oversee JCRA finances including JCRA's annual audit of its financial statements.
- C. The Board may establish other committees and adopt procedures for those committees, including among others a Nominating Committee to recommend candidates to serve as Region Officers.
- D. The Board will require a committee member to prepare minutes of all committee meetings, which the Board will then review and approve at its first meeting after each committee meeting.

ARTICLE VIII: OFFICERS

- A. JCRA Officers will be the Immediate Past President, President, President-Elect, Vice President, Secretary, and Treasurer. All Officers must be Directors. No Director may simultaneously hold more than one office.
- B. Candidates for President-Elect and Vice President may present a statement up to 400 words to be published in JCRA's official publication if the candidate makes the statement 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 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: 1) Missouri affiliate of the National Education Association; 2) Missouri affiliate of the American Federation of Teachers; 3) Missouri Association of Rural Educators; 4) Missouri Association of School Administrators, and; 5) Missouri School Boards' Association.
- D. Officers will take office at the close of the Annual Membership Meeting for a term of one year except the treasurer who serves a two year term.
- E. The President will preside over Board, Executive Committee and Assembly meetings. The President will serve as Chair of each of those groups and as JCRA's Chief Elected Officer. The President will prepare and distribute agendas for those meetings, and lead JCRA governance efforts on behalf of the Board. Only the President or his/her designee may take official action, make a public statement, or otherwise hold himself or herself out to the public as authorized to act for JCRA. The President will 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 or the Board 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 or the Board assigns.
- H. The Secretary will: 1) give all notices required by these Bylaws or state law; 2) maintain all JCRA organizational records except those assigned to the Treasurer; 3) record and maintain minutes of

Board and Executive Committee meetings; 4) keep a record of each member's address, and; 5) perform other duties assigned by the President or the Board.

- I. The Treasurer will: 1) serve as custodian of JCRA financial and tax records; 2) assure that JCRA's annual financial statements are audited and receive Board approval in draft form; 3) assure that JCRA's tax returns are professionally prepared, reviewed before filing by the Board, and timely filed; 4) maintain JCRA's financial records in a complete, accurate manner; 5) properly invest and protect JCRA funds; 6) serve as Chair of the Finance and Audit Committee; 7) submit timely financial reports to the Board at least quarterly, showing comparative annual and quarterly data for the current and prior year; 8) prepare the annual budget for Board approval; 9) deposit in a Board-approved bank all JCRA funds, and keep accurate records of those deposits; 10) disburse all funds as authorized by the Board, and; 11) at the end of each term of office, deliver to the next Treasurer all financial records and the means to access all funds, including safe deposit box keys and account passwords.
- J. The Immediate Past President will perform duties the President or Board assigns.
- K. The Board or President may add duties for an Officer, but may not remove or reassign duties required by these Bylaws for each Officer.
- L. Officers may be removed and vacancies filled, as provided in these Bylaws for removing and replacing Directors.

ARTICLE IX: COMMUNITY TEACHER ASSOCIATIONS (CTAs)

- A. "Community Teacher Association" (CTA) means an independent affiliate of MSTAs.
- B. CTAs in contiguous areas of Missouri determined by MSTAs are organized into JCRA.
- C. A CTA, its members, officers, and Directors are not authorized to speak on behalf of or make a legal, financial, or other commitment for JCRA.
- D. CTAs may use JCRA names, trademarks, logos, symbols and other intellectual property, regardless of who created the property for JCRA, only in a manner consistent with JCRA's Bylaws and policies. A CTA must obtain JCRA's advance written consent before each such use.
- E. JCRA will not pay dues to CTAs or provide CTAs with operating funds. CTAs will reimburse JCRA for items purchased from JCRA and for expenses JCRA incurs for CTAs. JCRA will not approve CTA budgets, bank accounts or insurance policies, or prepare or review CTA financial statements or tax returns. CTAs cannot use JCRA's Employer Identification Number.
- F. JCRA will not sign contracts for CTAs or be otherwise responsible for CTA contracts.

ARTICLE X: MISSOURI STATE TEACHERS ASSOCIATION (MSTA)

- A. JCRA is an independent affiliate of MSTAs.
- B. MSTAs Board of Directors will determine JCRA's geographic boundaries.
- C. MSTAs will maintain and disclose to JCRA a list of CTAs that comprise JCRA.
- D. JCRA will be governed by its Board of Directors. Its Articles of Incorporation and these Bylaws will not be subject to MSTAs approval. MSTAs will not issue operating guidelines to JCRA.

- E. Neither JCRA 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. JCRA 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. JCRA must obtain MSTA's advance written consent before each such use.
- G. MSTA will not pay dues to JCRA or provide JCRA with funds for operating expenses. JCRA will reimburse MSTA for items purchased from MSTA and for expenses MSTA incurs for JCRA. JCRA will establish and control its own operating budgets, bank accounts and insurance policies, not subject to MSTA approval. JCRA will produce its own publications and operate its own meetings. JCRA will not operate meetings at which it presents MSTA as a co-sponsor or in a similar role without MSTA's advance written consent. JCRA will prepare separate financial statements, file separate tax returns, file separate state reports and use a separate Employer Identification Number.
- H. JCRA will sign its own contracts solely on its own behalf and not on behalf of MSTA. MSTA will not sign contracts on behalf of JCRA or be responsible for JCRA contracts. If JCRA needs employees or independent contractors, it will hire and fire them without MSTA participation.

ARTICLE XI: INDEMNIFICATION

- A. Reimbursement Policy: JCRA 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 JCRA Officer, Director or employee.
- C. Insurance: JCRA may obtain its own insurance policy to fund whatever indemnity obligations the Board authorizes. JCRA and its Officers, Directors and employees will not be covered by an MSTA insurance policy for indemnity or other purpose.

ARTICLE XII: FINANCE AND BUDGET

- A. The Board will adopt an annual JCRA budget showing major categories of revenue and expenses.
- B. JCRA will purchase a fidelity bond for faithful performance, in a form and amount the Board approves, for the Directors and the Executive Director/Chief Executive Officer, and other employees whose duties include financial responsibilities.
- C. JCRA will implement an investment policy and financial reserves policy so that JCRA'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.
- D. The Board will determine who may sign JCRA checks and contracts. Absent a Board Resolution to the contrary, only the President may sign contracts, only the President or Treasurer may sign checks under \$500, and only the President and the Treasurer together may cosign checks for \$500 or more.

ARTICLE XIII: BYLAW AMENDMENTS

- A. 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 Region membership.
 - B. Adopted amendments will be effective at the end of the meeting at which they are adopted.
-

CERTIFICATION

The above document constitutes the official Bylaws of JCRA, Inc., duly adopted by the Region membership at their meeting on April 13, 2010.

Name of President: _____

Signature: _____

Date: _____