

## **A note from MSTA Executive Director Bruce Moe**

The last full-scale review of the MSTA bylaws occurred in 2006. Since that time, small changes have been made but no attention has been paid to the document as a whole.

With this in mind, the MSTA Board agreed it was time for such an examination and asked the parliamentarian from our 2018 Convention, Dr. Leonard Young, to assist a committee of members. The goal was to make sure the bylaws were consistent, up to date with current, modern practices and met the needs of the association.

The final draft of the proposed (revised) MSTA bylaws is presented for your consideration. I want to commend the leadership of the Bylaws Review Task Force, the Articles, Bylaws and Rules Committee and the MSTA Board of Directors. Their hard work and thoughtful input resulted in a final product that retains our historic values and positions MSTA for future success.

The information below is intended to help provide context for your review of the proposed bylaws that follow.

### **Bylaws Review Task Force members:**

AB&R Committee: Jon Sorens (Chair of AB&R, GKC Region), Carrie Brown (NW Region), Gwen Ford (Central Region)

MSTA Board of Directors: Nickie Jones, President-elect (SW Region); Jim Kreyling (GSL Region)

### **Timeline of Events:**

January and February: Bylaws Review Task Force works with Dr. Young to review current document and create draft of new bylaws.

April: draft of new bylaws presented to AB&R Committee for review, comment and action. AB&R Committee recommends sending draft bylaws to MSTA Board of Directors.

May: draft of new bylaws presented to MSTA Board of Directors for review, comment and action. Board clarifies a few sections and recommends draft be presented to Delegates for consideration.

The final draft follows. A summary of changes is noted in the box below each Article with references to line numbers, if necessary. More detail on the proposed process change for dues increases is included below.

If approved by the Assembly of Delegates, changes will take place at the conclusion of the Assembly.

### **Current dues process:**

“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.”

To raise membership dues involves the two-part process to amend any portion of the bylaws.

1. In the event an increase in dues is proposed, the proposal would come before the Board of Directors for review. Usually the proposal would be made by the Finance and Audit Committee.
2. The Board would then send the proposal in the form of a bylaw amendment to the AB&R Committee.
3. The AB&R Committee can then amend, pass or reject the proposed dues increase.
4. After the AB&R vote, regardless of outcome, the proposal comes back to the Board of Directors for further input and vote.
5. Should the dues increase pass the Board of Directors, the proposed amendment will be shared at the Open Hearings and, ultimately, the Delegates for approval.
6. The increase must be approved by the Delegates and the Board of Directors. If adopted, the dues amount will be effective the following school year.

**Proposed dues process:**

If the increase is at or below the Consumer Price Index:

1. Proposal made by the Finance and Audit Committee to the Board of Directors for an increase in dues.
2. Board of Directors reviews the proposal and determines amount, adopting the new amount. Amount does not go into effect until after the Assembly of Delegates has an opportunity to reject it.
3. At the next Annual Meeting, Delegates are informed of new dues amount to be implemented the following school year. If no motion to reject is made and adopted by the Delegates, the new dues amount goes into effect the following school year.

If the increase is above the Consumer Price Index the current process governs.

The proposed new process allows for smaller increases to move through more efficiently instead of waiting and implementing larger increases.

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**ARTICLES OF INCORPORATION**

Adopted: November 8, 1919

Revised: November 14, 2019

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: PURPOSE**

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

**ARTICLE III: TAX STATUS**

No part of MSTA's 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 IV: ORIGINAL INCORPORATION**

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

**ARTICLE V: PERIOD OF EXISTENCE**

MSTA's period of existence is perpetual.

**ARTICLE VI: CORPORATION TYPE**

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

**ARTICLE VII: 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 VIII: INCORPORATORS**

Incorporators listed in MSTA's 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.

41 **ARTICLE IX: MEMBERS**

42 MSTA has members as provided in its Bylaws.

43

44 **ARTICLE X: DISSOLUTION**

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

46

47 **ARTICLE XI: AMENDMENTS**

48 MSTA may amend these Articles as follows:

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

50 (a) A majority vote at a Delegate Assembly meeting at which there is a quorum physically  
51 present of at least a majority of Delegates, or;

52 (b) A vote of at least 80 percent of Directors physically present at a Board of Directors meeting,  
53 providing there is a quorum physically present of at least 80 percent of Directors in office.

54

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

60

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

62 (a) A vote of at least 80 percent of Directors physically present at a Board of Directors meeting,  
63 providing there is a quorum physically present of at least 80 percent of Directors in office (if  
64 amendments do not relate to the number of Directors, Board composition, Directors' term of  
65 office, or Director selection method) and;

66 (b) A vote by Delegates physically present at the next Delegate Assembly meeting after that  
67 Board vote of at least the lesser of two-thirds of votes cast or a majority of voting power,  
68 meaning Delegates physically present and counted for quorum purposes, providing there is a  
69 quorum physically present of at least 75 percent of Delegates.

70

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

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**MISSOURI STATE TEACHERS ASSOCIATION  
BYLAWS**

**ARTICLE I: NAME**

No Changes

The name of this association shall be the Missouri State Teachers Association, Inc. (MSTA).

**ARTICLE II: PURPOSE**

No Changes – This statement has been included in the revised Articles of Incorporation.

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

**ARTICLE III: MEMBERSHIP**

One substantial change is found on lines 138 - 141 regarding allowing the Board to raise dues no more than the CPI each year to avoid large dues increases after several years without any increase. The change includes opportunity for Delegate Assembly review.

1. **Membership Classes.** There shall be four (4) classes of members:
  - A. **Professional Educator Member:** An individual employed in the teaching profession or in another professional position in an education institution, including public, private, pre-

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112 kindergarten through grade 12, and higher education, may become a Professional Educator  
113 Member if he or she has earned a bachelor's or higher degree and/or, where required, holds  
114 or is eligible to hold a teaching certificate.

115 B. **Associate Member:** An individual employed by an education institution in a support  
116 position or any person interested in advancing the cause of education may become an  
117 Associate Member.

118 C. **Retired Member:** Upon retirement from a position in an education institution, including  
119 public, private, pre-kindergarten through grade 12, and higher education, an individual may  
120 become a Retired Member. Retirement means that the person is receiving retirement  
121 benefits from the Missouri Public School Retirement System (PSRS), Public Education  
122 Employee Retirement System (PEERS), the St. Louis or Kansas City educator retirement  
123 system, or other retirement system approved by the MSTA Board of Directors (Board).

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

126  
127 2. **Dues:** Every member must pay annual dues including the first dues installment for members who  
128 pay in installments, no later than November 1 of each year. Dues increases, special fees and  
129 assessments must be adopted by the Board and approved by the Delegate Assembly.

130  
131 3. **Annual Dues as of July 1, 2014:**

132 A. Professional Educator Members Employed Full-Time: \$219

133 B. First-Time Members: \$124

134 C. Professional Educator Members Employed Half-Time or Less: \$124

135 D. Associate Members: \$90

136 E. Retired Members: \$25, or \$250 for a life membership

137 F. Student Members: \$0

138 G. The Board of Directors may increase dues each year by no more than the Consumer Price  
139 Index by a 2/3rds vote of those Board members present and voting without amending the  
140 bylaws. Such increases shall be reported to the Delegate Assembly and the assembly can veto  
141 the increase by a two-thirds (2/3rds) vote of those Delegates present and voting.

142

143 4. **Payment of Dues:** Members may pay MSTA dues to CTAs or directly to MSTA, except teachers  
144 who are required to pay dues to school districts. CTAs collecting MSTA dues must forward them  
145 to MSTA within 60 days of receipt.

146

147 5. **Dues to CTA and Regions:** MSTA shall forward without further Board or Delegate Assembly  
148 action, upon receipt of dues in full and verification of membership as follows:

149 A. to CTAs, \$6 of dues paid by Professional Educator Members Employed Full-Time and \$2 of  
150 dues paid by Associate Members, and;

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- 151 B. to Regions, \$12 of dues paid by Professional Educator Members Employed Full-Time  
152
- 153 6. **Non-Payment of Dues:** A member who does not pay dues, fees and other assessments within 30  
154 days of when due shall be suspended and shall not be entitled to rights and privileges of  
155 membership unless MSTA returns that member to active status.  
156
- 157 7. **Right and Duties of Members:**
- 158 A. **Services and Privileges:** Members in all membership classes shall have the right to receive  
159 services and privileges as determined by the Board.
- 160 B. **Voting:** Professional Educator and Associate Members shall be the only members with the  
161 right to vote, except to the extent that these Bylaws authorize the Board to appoint Retired  
162 and Student Members as Delegates to the Delegate Assembly.  
163
- 164 8. **Suspension/Expulsion, Transfer, Resignation, Use of Intellectual Property, Ownership**  
165 **Rights:**
- 166 A. **Suspension/Expulsion:** The Board may suspend or expel a member who does not maintain  
167 the qualifications stated in these Bylaws or policies adopted by the Board of Directors . The  
168 Board shall abide by a fair disciplinary process in making its decision. This shall include  
169 notification to the member charges at least 30 days before the Board votes and granting the  
170 member a hearing before the Board if requested in writing at least 10 days before that vote.  
171 A member who does not pay dues by the date required in these Bylaws shall be  
172 automatically expelled from membership. MSTA shall notify each such member of the  
173 expulsion in writing.
- 174 B. **Transfer:** Membership is nontransferable.
- 175 C. **Resignation:** A member may resign in communication with MSTA staff. Resignation shall  
176 be effective upon receipt. Resignation shall not relieve the member of the obligation to pay  
177 dues and other assessments accrued before the effective date of the resignation.
- 178 D. **Use of Intellectual Property:** Members shall use MSTA names, trademarks, logos,  
179 symbols and other intellectual property, including property they create for MSTA, consistent  
180 with these Bylaws and MSTA policies.
- 181 E. **Ownership Rights:** Membership is a privilege and not a right. No member shall have an  
182 ownership or property right in MSTA funds, property or other assets. All property that  
183 members create for MSTA shall be immediately and always owned by MSTA.  
184

### ARTICLE IV: OFFICERS

Several items from various parts of the bylaws have been combined into this article. No substantial changes.

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- 187 1. **Officers:** MSTA officers shall be the Immediate Past President, President, President-Elect, Vice  
188 President and Treasurer. At the first Board meeting after the Annual Delegate Assembly, the  
189 Board shall elect as Treasurer a Director who does not hold another office, and who shall remain  
190 a Director.  
191
- 192 2. **Full-Time Professional Educator Members:** Officers must be full-time Professional Educator  
193 Members, and must not be a voting delegate in another statewide organization that can represent  
194 teachers, affect legislation, and shape policy for education in Missouri, excluding subject-area  
195 organizations and advisory bodies but including:  
196 A. Missouri affiliate of the National Education Association;  
197 B. Missouri affiliate of the American Federation of Teachers;  
198 C. Missouri Association of Rural Educators;  
199 D. Missouri Association of School Administrators, and;  
200 E. Missouri School Boards' Association.  
201
- 202 3. **Term of Office:** Except for the Treasurer, Officers shall take office at the close of the Annual  
203 Convention and shall serve for a term of one year or until their successors are elected. The  
204 Treasurer shall take office at the close of the Board meeting at which the Board elects the  
205 Treasurer and shall serve for a term from one year to three years as determined by the Board or  
206 until a successor is elected.  
207
- 208 4. **President:** The President shall preside over meetings of the Board, the Executive Committee  
209 and the Delegate Assembly. The President shall serve as Chair of each of those groups and as  
210 MSTA's Chief Elected Officer. The President shall prepare and distribute agendas for those  
211 meetings, and lead MSTA governance efforts on behalf of the Board. The President shall also  
212 perform other duties as assigned by the Board. Except as otherwise provided by the Board or the  
213 President, only the President or Executive Director/Chief Executive Officer, or either's  
214 designee, may take official action, make a public statement, or otherwise hold himself or herself  
215 out to the public as authorized to act on behalf of MSTA.  
216
- 217 5. **President-Elect:** The President-Elect shall serve as President in the absence of the President  
218 and shall fulfill other duties the President assigns.  
219
- 220 6. **Vice President:** The Vice President shall serve as President in the absence of the President and  
221 President-Elect and shall fulfill other duties the President assigns.  
222
- 223 7. **Treasurer:** The Treasurer shall serve as Chair of the Finance and Audit Committee; coordinate  
224 with the Executive Director/Chief Executive Officer to ensure timely financial reports are  
225 available to the Board; guide the Executive Director/Chief Executive Officer in preparing the

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- 226 annual budget, and; review MSTA’s annual audited financial statements with MSTA’s  
227 independent CPA firm, the Board, the Executive Director/Chief Executive Officer. The  
228 Treasurer shall coordinate with MSTA’s independent CPA firm and with MSTA’s Chief  
229 Financial Officer to assure that MSTA’s:
- 230 A. annual financial statements are audited and receive the CPA’s unqualified opinion on fair  
231 presentation;
  - 232 B. financial books and records are kept in a complete and accurate manner, and;
  - 233 C. funds are properly invested and protected.
- 234
- 235 8. **Immediate Past President:** The Immediate Past President shall perform duties the President  
236 may assign.
- 237
- 238 9. **Other Duties:** The Board or President may add duties for an Officer, but may not remove duties  
239 required by these Bylaws.
- 240
- 241 10. **Removal/Vacancies:** Officers may be removed, and vacancies filled, as provided in these  
242 Bylaws for removing and replacing Directors.
- 243
- 244 11. **Treasurer’s Resignation:** The Treasurer may resign in writing submitted to the President. The  
245 resignation shall become effective when specified in the resignation notice or, if not specified,  
246 upon delivery of the notice to the President.
- 247

### ARTICLE V: MEETINGS

Many editorial changes; Adjusts the Quorum from 75% to a majority on lines 283 & 284.

- 249
- 250 1. **Membership Convention:** There shall be an annual Convention of MSTA members held on a  
251 date and at a place determined by the Board of Directors.
- 252
- 253 2. **Annual Delegate Assembly Meeting:** A Delegate Assembly shall be held at the annual  
254 Convention of members on a date the Board selects. MSTA’s President shall call the meeting  
255 to order and serve as meeting Chair. The first order of business shall be to adopt the Committee  
256 on Credentials’ report and the standing rules for the Delegate Assembly. The President shall  
257 make reports available to delegates on MSTA activities and financial condition, and the  
258 Delegate Assembly shall act on behalf of all MSTA members on matters given in the notice of  
259 the meeting.
- 260
- 261 3. **Special Delegate Assembly Meetings:**

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- 262 A. MSTA shall hold Special Meetings of the Delegate Assembly as called by the Board,  
263 which shall set the time and place of the meeting. At a Special Delegate Assembly, the  
264 delegates shall be those that constituted the most recent Annual Delegate Assembly.
- 265 B. MSTA shall hold a Special Delegate Assembly meeting if at least 5 percent of Professional  
266 Educator and Associate Members sign, date and deliver to the MSTA Headquarter Office a  
267 written demand for the meeting describing the purpose for holding the meeting. MSTA shall  
268 give the meeting notice required by these Bylaws within 30 days after the date of the written  
269 demand.

270

271 **4. Notice, Quorum and Voting:**

- 272 A. **Notice:** The Delegate Assembly may only act on matters specified in the meeting notice.  
273 MSTA shall provide members at least 30-days notice of each Annual or Special Delegate  
274 Assembly. The notice shall state the place, date, and time of the meeting and describe business  
275 to be transacted, including a description of proposals members must approve under these  
276 Bylaws. Proposals requiring member notice and approval include, among others:
- 277 1) amendments to the Articles of Incorporation or Bylaws, accompanied by a copy or  
278 summary of the proposed amendment;
  - 279 2) sale, lease, exchange, or disposal of all, or substantially all, of MSTA’s property or assets,  
280 accompanied by a copy or summary of a description of the transaction, and;
  - 281 3) dissolution of MSTA, accompanied by a copy or summary of the dissolution plan.

282

- 283 5. **Quorum:** The presence of at least a majority of the elected delegates shall constitute a  
284 quorum to transact business.

285

286 **6. Voting:**

- 287 A. Voting by proxy, absentee voting and cumulative voting are prohibited.
- 288 B. Voting for Officers shall be by written or electronic ballot, except in the case that there is  
289 only one candidate for an office, that vote may be taken by voice. Other votes shall be  
290 voice votes, rising votes or electronic votes at the discretion of the Chair or a majority  
291 vote of the delegates.

292

- 293 7. **Time Held:** Unless the Board requires otherwise, the Delegate Assembly shall be held only  
294 once a year at the MSTA Annual Convention.

295

296 **8. Delegate Assembly Members:** The Delegate Assembly shall consist of:

- 297 A. **CTA Delegates:** Each CTA shall elect one delegate for each 25 members or major fraction  
298 thereof except that CTAs with twelve (12) or fewer members shall be authorized to elect one  
299 (1) delegate. To determine the number of Delegates from each CTA, member totals shall be  
300 based on Professional Educator and Associate Member totals as of June 30 of the preceding

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- 301 membership year, unless MSTA can verify larger totals before the first session of the  
302 Annual Membership Meeting.
- 303 B. **At-Large Delegates:** Regions may select, pursuant to their own bylaws or procedures, at-  
304 large delegates of schools without an existing CTA. Region may designate one at-large  
305 delegate for each twenty-five (25) at-large members. The calculation of the number of at-  
306 large delegates permitted from each region shall be based upon the total number of at-large  
307 members within the region as of a date to be determined by the Board of Directors but no  
308 later than June 30 of the same calendar year, as determined by the records maintained by  
309 MSTA.
- 310 C. **Retired Member Delegates:** Two Delegates appointed by the Board from Retired  
311 Members
- 312 D. **Student Member Delegates:** Two Delegates appointed by the Board from Student  
313 Members
- 314 E. **Automatic Delegates:** All members serving on the Board of Directors and the Chairs of the  
315 Articles, Bylaws, and Rules Committee and the Education Policy Committee Chair shall  
316 automatically be Delegates to the Delegate Assembly with full voting rights. Active  
317 Professional Educator Members who are a Region’s President, President-Elect or Vice  
318 President, and Immediate Past President as well as all past state presidents who are also  
319 active Professional Educator Members shall be automatic Delegates with full voting rights.
- 320 F. **Substitutes:** If any Region President, President-Elect, Vice President or Immediate Past  
321 President is unable to serve as a Delegate, the Board of his or her Region may appoint  
322 another active professional educator member a substitute Delegate who, when seated, shall  
323 have full voting rights.  
324
- 325 9. **Delegates from CTAs shall be selected in accordance with CTA bylaws:** Only Professional  
326 Educator and Associate Members who are also CTA members may vote for Delegates to the  
327 Delegate Assembly.  
328
- 329 10. **First Delegate:** The first Delegate elected from each CTA each year shall be a Classroom  
330 Teacher. If a CTA is entitled to more than one Delegate, at least 80 percent of them shall be  
331 Classroom Teachers, unless a CTA Board waives either of these provisions by a majority vote at  
332 a CTA Board meeting.  
333
- 334 11. **Committee on Credentials:** The President shall appoint a Credentials Committee to certify  
335 eligibility of Delegates to serve in the Delegate Assembly.  
336  
337

### ARTICLE VI: BOARD OF DIRECTORS

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|--|
| Editorial changes; Added to all terms of office the phrase, “or until successors are elected;”<br>Clarified language on lines 344 to 354 to make it clear that the board only recommends these |
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items that can only be done by the Delegate Assembly; Allows the Board to meet by electronic means. Clarifies attendance requirements for directors.

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373
1. **Composition and Eligibility:** The Board of Directors shall consist of 20 Directors, including 5 officers and 15 directors from regions. Only Professional Educator Members with fully paid dues shall be eligible to serve on the Board of Directors. The number of Directors from Regions may change according to the Election paragraph below.
  2. **Role:** The Board shall have full authority over the governing affairs of MSTTA between meetings of the Delegate Assembly. The Board’s responsibilities shall include, but not be limited to:
    - A. recommend amendments to these Bylaws as part of a two-part approval process;
    - B. establish MSTTA policies;
    - C. adopt Board Resolutions;
    - D. propose Delegate Assembly Resolutions;
    - E. hold, purchase, and dispose of MSTTA real estate as directed by the Delegate Assembly;
    - F. implement Resolutions adopted by the Delegate Assembly and;
    - G. enter into an employment contract on behalf of MSTTA with MSTTA’s Executive Director/Chief Executive Officer.
  3. **Election:** The Delegate Assembly shall elect the President-Elect and the Vice President. At the end of the President’s term, he or she shall automatically become Immediate Past President and the President-Elect shall automatically become President. Directors from Regions shall be elected by MSTTA members in each Region based on their membership count as of June 30, according to the following: one Director from each Region that has up to 3,750 MSTTA members; two Directors from each Region that has from 3,751 to 6,250 MSTTA members, and; three Directors from each Region that has 6,251 or more MSTTA members. If a Region’s membership increases or decreases, the number of Directors from that Region shall be adjusted at the close of the next Annual Membership Meeting. At least one Director from each Region shall be a Classroom Teacher.
  4. **Terms:** Directors shall serve a term of three years or until their successors are elected and shall take office at the close of the Annual Membership Meeting. No Director may serve more than two consecutive three-year terms plus any part of a partial term to fill a vacancy, if any.
  5. **Absence:** No Board member may have more than one absence per year. If a Director will be absent from a meeting, he or she must notify the President of the reason as far in advance as

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- 374 possible. Failure to fulfill this attendance requirement shall constitute automatic removal  
375 from the Board. Participation by electronic means satisfies the attendance requirements.  
376
- 377 6. **Annual and Regular Meetings:** The annual meeting of the Board of Directors shall coincide  
378 with the Annual Membership Meeting unless changed by the Board. There shall be at least four  
379 other in-person Board meetings annually. Additional regular meetings may be established by  
380 action of the Board of Directors. All meetings shall be conducted in-person or by electronic  
381 means with the minimum standard being simultaneous aural communication.  
382
- 383 7. **Special Meetings:** Special Meetings of the Board of Directors may be called by the President or  
384 at request of at least three Directors. Those calling the meeting shall file a written request with  
385 the Executive Director/Chief Executive Officer stating the meeting's purpose, place, date, and  
386 hour. During Special Meetings only those actions noted in the call of the meeting shall be in  
387 order. Special meetings may be in-person or by electronic means with the minimum standard  
388 being simultaneous aural communication.  
389
- 390 8. **Meeting Records:** The Board shall keep minutes of its meetings including a record of all votes.  
391
- 392 9. **President's Financial Loss:** The Board may establish a policy so that the President shall not  
393 suffer financially from missing duties of an employment contract due to serving as President.  
394
- 395 10. **Notice:** MSTA shall notify Directors of regular meetings at least 21 days in advance. Notice of  
396 Special Meetings shall be given at least 10 days before an electronic meeting or 21 days in  
397 advance before an in-person meeting.  
398
- 399 11. **Quorum and Voting:** The quorum of the Board shall be a majority of its members currently in  
400 office. Except as otherwise provided in these Bylaws or in the adopted parliamentary authority,  
401 Board action shall require a vote of at least a majority of Directors present and voting at a Board  
402 meeting held in-person or by electronic means.  
403
- 404 12. **Greater Voting Requirement:** Board action on the following matters shall require a vote of at  
405 least two-thirds (2/3rds) of Directors present and voting at a Board meeting, provided there is a  
406 quorum present. These matters include:  
407 1) recommending the purchase or sale of real estate to the Delegate Assembly;  
408 2) recommending amendments to the MSTA's Articles of Incorporation or Bylaws to the  
409 Delegate Assembly;  
410 3) terminating the employment of MSTA's Executive Director/Chief Executive (except as  
411 provided by the employment contract between MSTA and this executive);

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412 4) recommending dues increases to the Delegate Assembly or approving a dues increase of less  
413 than the Consumer Price Index each year; and

414 5) removing of a Director.

415

416 13. **Prohibited Voting:** Proxy, absentee or cumulative voting is prohibited in any decision made  
417 by the Board of Directors.

418

419 14. **Removal:** Officers other than the Treasurer may be removed by the Delegate Assembly. A  
420 region may remove the Director(s) from that region. If a Region fails to remove such a Director  
421 within 30 days from written Board request for removal, the Board may remove and replace that  
422 Director, and the replacement Director shall serve until Delegates from that Region elect their  
423 own replacement. The Board may remove the Treasurer.

424

425 15. **Vacancies:** Vacancies in the membership of the Board of Directors that occur between Annual  
426 Membership Meetings may be filled by the Board until the next Annual Membership. The  
427 Board may fill a Treasurer vacancy for a period ending at or after the next Annual Membership  
428 Meeting, but not after the unexpired term of the Treasurer who vacated the Office. If a vacancy  
429 on the Board occurs at or just prior to an Annual Convention the Delegate Assembly shall fill  
430 an officer vacancy and the Region delegates shall fill a non-Officer-Director vacancy.

431

432 16. **Director Conflicts of Interest:**

433 A. **Definition:** A conflict of interest transaction is a transaction with MSTA in which a Director  
434 has a material interest. A conflict of interest transaction is not voidable and is not the basis  
435 for imposing liability on a noncompensated Director if the transaction was not unfair to  
436 MSTA at the time it was entered into or is approved in advance by the Board if:

437 1) The material facts of the transaction and the Director's interest are disclosed or known to  
438 the Board, and;

439 2) Non-interested Directors approving the transaction in good faith reasonably believe that  
440 the transaction is not unfair to MSTA.

441 B. **Conflict of Interest Policy:** The Board shall adopt a Conflict of Interest Policy requiring the  
442 acceptance of the policy in writing by Directors and committee members. If a portion of that  
443 Policy is inconsistent with the Bylaw provision immediately above, that Bylaw provision  
444 shall prevail.

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### ARTICLE VII: EXECUTIVE COMMITTEE

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| Created a new article for the Executive Committee since it is really a "board within a board;"<br>Clarified responsibilities of the Executive Committee. |
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- 448 1. **Composition:** The members of the Executive Committee shall be the President, President-  
449 Elect, Vice President, Treasurer, Immediate Past President. The Executive Director/Chief  
450 Executive Officer shall serve as a non-voting advisor of the committee.  
451
- 452 2. **Duties:**
- 453 A. **Authority between Board Meetings:** The Executive Committee shall exercise the  
454 authority of the Board of Directors between meetings of the Board but only to the extent:  
455 1. necessary to take action on unanticipated business that requires action between Board  
456 meetings; and  
457 2. action taken is not contrary to the instructions given by the Board of Directors.
- 458 B. **Meetings:** Meetings of the Executive Committee shall be called by the President or any  
459 two members of the Executive Committee with at least 24 hours' oral notice. Notice may  
460 be waived by the members of the Executive Committee in accordance with statutory  
461 requirements.
- 462 C. **Quorum:** A majority of the members of the Executive Committee shall constitute a  
463 quorum.
- 464 D. **Minutes:** The committee shall keep meeting minutes and report all committee actions to  
465 the next Board of Directors meeting.  
466

### ARTICLE VIII: STANDING COMMITTEES

Moved Executive Committee to its own article; Reworked the section on the Student  
Committee on lines 501-506; Provided for a quorum rule; Allowed committees to meet by  
electronic means.

- 468
- 469 1. **Membership:** All standing committees listed in these bylaws shall have their members  
470 elected by the Board of Directors by a majority vote.  
471
- 472 2. **Finance and Audit Committee:** The Board shall elect the Finance and Audit Committee from  
473 among Directors then in office. The Treasurer shall be the Finance and Audit Committee Chair.  
474 This Committee shall oversee MSTA finances and coordinate MSTA's annual audit of its  
475 financial statements with MSTA's independent CPA firm.  
476
- 477 3. **Articles, Bylaws, and Rules Committee:** This committee shall oversee administration of and  
478 changes to MSTA's Articles of Incorporation, Bylaws, and other Rules. The Board shall elect  
479 Professional Educator Members to serve on the committee. The committee shall have at least  
480 one Professional Educator Member from each Region. A Region with more than one Director  
481 on the Board shall have that same number of Professional Educator Members on this committee.  
482 Election shall be for two-year terms or until successors are elected. No more than three  
483 consecutive two-year terms plus any part of a partial term to fill a vacancy, if any shall be

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484 permitted. The Board may elect one Retired Member and one Associate Member. In addition,  
485 the President shall appoint one Director to serve on the Committee as a non-voting liaison  
486 between the Board and the Committee. That Director shall attend all Committee meetings and  
487 report to the Board.

488

489 4. **Education Policy Committee:** This Committee shall develop resolutions to propose for  
490 Delegate Assembly adoption, set legislative priorities, and assist in promoting MSTA’s  
491 governmental relations program. The Board shall elect Professional Educator Members to serve  
492 on the committee. The committee shall have at least one Professional Educator Member from  
493 each Region. A Region with more than one Director on the Board shall have that same number  
494 of Professional Educator Members on this committee. Election shall be for two-year terms or  
495 until successors are elected. No more than three consecutive two-year terms plus any part of a  
496 partial term to fill a vacancy, if any shall be permitted. The Board may elect one Retired  
497 Member and one Associate Member. In addition, the President shall appoint one Director to  
498 serve on the Committee as a non-voting liaison between the Board and the Committee. That  
499 Director shall attend all Committee meetings and report to the Board.

500

501 5. **Student Committee:** The Board shall elect this Committee. It shall serve the interests of  
502 Student Members in colleges and universities that offer degrees in education. Election shall be  
503 for two-year terms or until successors are elected. No more than two consecutive two-year terms  
504 plus any part of a partial term to fill a vacancy, if any, shall be permitted. The President shall  
505 appoint a non-voting liaison between the Board and the Committee. That Director shall attend  
506 all Committee meetings and report to the Board.

507

508 6. **Other Committees:** The Board may establish other standing and special committees and adopt  
509 procedures for those committees. The President shall appoint the members of these other  
510 committee with the approval of the Board of Directors.

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512 7. **Quorum:** The quorum for all committee meetings shall be a majority of the members of the  
513 committee in office at time of meeting.

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515 8. **Meetings:** Meetings may be held in person or by other electronic means with the minimum  
516 standard for deliberation being simultaneous aural communication.

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

Only slight editorial changes. Clarifies requirements to remain in good standing, lines 530-532.

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520 1. **Definition:** “Community Teacher Association” (CTA) means an independent affiliate of  
521 MSTA.

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2. **Formation:** A group of Professional Educator and Associate Members may form and become members of a CTA. MSTAs organizing a CTA must notify MSTAs, adopt bylaws, provide a list of names of organizing members and CTA officers, and pay to MSTAs 100 percent of their dues. MSTAs shall recognize a CTA as an independent affiliate after confirming that the organizing members are MSTAs Professional Educator or Associate Members and that the CTA satisfies MSTAs requirements for organizing a CTA.
3. **Good Standing:** To remain in good standing with MSTAs a local CTA must submit a list of officers, two of whom must be MSTAs members and be in compliance with the requirements of the State of Missouri regarding labor organizations.
4. **CTA President:** Only MSTAs Professional Educator and Associate Members may serve as CTA President, Vice President, and/or President-Elect.
5. **One CTA Per District:** MSTAs shall recognize only one CTA in each school district.
6. **Governance:** Each CTA shall be governed by its own board of directors elected by its members. Each CTA shall adopt separate articles of association or incorporation and bylaws. MSTAs shall not issue operating guidelines to CTAs.
7. **Official Statements:** A CTA or its members, officers and directors shall not be authorized to speak on behalf of or make a legal, financial or other commitment for MSTAs.
8. **Trademarks, Logos, Symbols:** CTAs may use MSTAs names, trademarks, logos, symbols and other intellectual property, regardless of who created the property for MSTAs, only in a manner consistent with these Bylaws and MSTAs policies.
9. **Funds Disbursement:** MSTAs shall disburse to local CTAs the local CTA dues remitted by members and no other distribution of funds shall be allowed. CTAs shall reimburse MSTAs for items purchased from MSTAs and for expenses MSTAs incurs for CTAs. CTAs shall establish and control their own operating budgets, bank accounts and insurance policies, not subject to MSTAs approval. CTAs shall prepare separate financial statements, file separate tax returns and use separate Employer Identification Numbers.
10. **Contracts:** CTAs shall sign their own contracts, solely on their own behalf and not on behalf of MSTAs. MSTAs shall not sign contracts on behalf of CTAs or have any responsibility for CTA contracts. If CTAs need employees or independent contractors, they shall hire and fire them without MSTAs participation.

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**ARTICLE X: REGIONAL ASSOCIATIONS (Regions)**

Only slight editorial changes.

1. **Definition:** “Regional Association” (Region) means an independent affiliate of MSTA organized by CTAs.
2. **Membership:** MSTA members in all classes shall automatically be members of the Region where they work.
3. **Geographic Boundaries:** The MSTA Board shall determine geographic boundaries of each Region.
4. **Number:** CTAs shall organize into no more than 10 Regions. MSTA shall maintain and publish a list of CTAs that comprise each Region.
5. **Governance:** Each Region shall be governed by its own board of directors elected by its members. Each Region shall adopt separate articles of association or incorporation and bylaws, not subject to MSTA approval. MSTA shall not issue operating guidelines to Regions.
6. **Official Statements:** A Region or its members, officers and directors shall not be authorized to speak on behalf of or make a legal, financial or other commitment for MSTA.
7. **Trademarks, Logos, Symbols:** 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.
8. **Funding:** MSTA shall disburse to Regions the Region dues remitted by members and no other distribution of funds shall be allowed. Regions shall reimburse MSTA for items purchased from MSTA and for expenses MSTA incurs for Regions. Regions shall establish and control their own operating budgets, bank accounts and insurance policies, not subject to MSTA approval. Regions shall prepare separate financial statements, file separate tax returns and use separate Employer Identification Numbers.
9. **Contracts:** Regions shall sign their own contracts solely on their own behalf and not on behalf of MSTA. MSTA shall not sign contracts on behalf of Regions or have any responsibility for Region contracts. If Regions need employees or independent contractors, they shall hire and fire them without MSTA participation.

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**ARTICLE XI: INDEMNIFICATION**

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| No changes |
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1. **Indemnified Persons:** MSTA shall 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 shall continue as to each person who has ceased to be a Director, Officer, or employee, and shall inure to the benefit of his or her heirs, executors, and administrators.
  
2. **Indemnified Expenses:** Indemnity shall 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 shall apply only when the Board determines that the settlement is in MSTA’s best interests.
  
3. **Indemnification Obligation:** The amount of MSTA’s obligation to Indemnified Persons for Indemnified Expenses shall 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.
  
4. **Definition:** The Indemnified Dollar Limit shall 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 shall automatically increase 5% compounded annually beginning July 1, 2008. Financial Reserves shall have the meaning established in MSTA’s Financial Reserves Policy.
  
5. **Unpaid Expenses:** If the Indemnified Dollar Limit causes MSTA to not pay some Indemnified Expenses otherwise payable, MSTA shall: 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.

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**ARTICLE XII: FINANCE AND BUDGET**

Clarified that bonding has been replaced by "Theft and Dishonesty Insurance."  
Otherwise no changes.

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1. **Budget:** A budget showing anticipated revenue and expenses shall be adopted annually by the Board.

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2. **Accounting:** MSTA's accounting shall conform to recommended practices of the American Institute of Certified Public Accountants. The Chief Financial Officer shall provide comparative period financial reports to the Board at regular meetings or as the Board determines.

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3. **Audit:** The Board shall provide for an annual audit of MSTA financial statements by an independent auditor. Results of that audit shall be reported by that auditor to the Board.

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4. **Theft and Dishonesty Insurance:** MSTA shall purchase theft and dishonesty insurance, in a form and amount the Board approves, for the Directors, Executive Director/Chief Executive Officer, Chief Financial Officer and other staff whose duties include financial responsibilities.

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5. **Investment Policy:** MSTA shall 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.

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**ARTICLE XIII: MISCELLANEOUS**

Moved some responsibilities to the Duties of the President in the Article on Officers.  
Otherwise no changes.

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1. **Membership/Dues Year:** Unless modified by the Board, MSTA's membership year, dues-paying year and fiscal year shall run from July 1 through June 30.

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2. **Classroom Teacher:** "Classroom Teacher" means a teacher other 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.

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3. **Validity and Effectiveness:** In the event that any part of these Bylaws shall be found in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining parts shall not be affected.

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**ARTICLE XIV: PARLIAMENTARY AUTHORITY**

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Created a new article on Parliamentary Authority to use the proper language to indicate that *Robert's Rules* is the authority if no other rules of MSTA are more governing.

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The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the affairs of MSTA in all cases in which they are applicable in which they are not inconsistent with these bylaws or other Special Rules of Order adopted by the Board of Directors or the Delegate Assembly.

### ARTICLE XV: AMENDMENTS

Created a New Article on Amendments that makes a distinction between Isolated Amendments and a Complete Revision. The actual voting and approval process has remained the same.

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#### **1. Isolated Amendments to These Bylaws.**

- A. Isolated amendments to these Bylaws may be made only by the following two-part approval process:
  - 1) By adoption by the Board of Directors of a recommendation that the Delegate Assembly give consideration to the amendment (if the amendment does not relate to the number of Directors, Board composition, Directors' term of office, or Directors' selection method) by a two-thirds (2/3rds) vote of those Board members present and voting; and
  - 2) By adoption of the Delegate Assembly by a two-thirds (2/3rds) vote of those Delegates present and voting.
  - 3) If any proposed amendment is further amended within the scope of the previous notice at the Delegate Assembly, the Board of Directors must approve the final wording of the amendment by a two-thirds (2/3rds) vote of the Board members present and voting.
- B. Notice of any proposed amendment must be given to the members of MSTA by electronic mail and publication on the MSTA website at least thirty (30) days in advance of the Delegate Assembly at which the proposed amendment will be considered.
- C. Any amendments to these Bylaws approved in the manner described above shall go into effect at the end of the Delegate Assembly that adopted the amendment(s) unless a proviso is adopted at the same time which specifies a different time for the amendment to be effective.

#### **2. Complete Revision of the Bylaws.** A revision of the entire bylaws must be authorized in advance by a majority vote of those members of the Board of Directors present and voting.

- A. When a complete revision of the bylaws is authorized by the Board, a committee of five (5) shall be appointed by the President to act as the Revision Committee. The Revision Committee may work with MSTA's Professional Registered Parliamentarian in the preparation of the proposed revision.
- B. The Revision Committee shall email the proposed revision to all board members at least thirty (30) days in advance of the meeting at which the revision will be voted upon by the

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- 713 board.  
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- 715 C. The revision shall be considered *in seriatim* (article by article) and further amendments  
716 from the floor of the board meeting are in order during the consideration of each article of  
717 the proposed revision. The MSTA Professional Registered Parliamentarian may preside  
718 during the consideration of the proposed revision.  
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- 720 D. A vote of two-thirds (2/3rds) of the members of the Board of Directors present and voting  
721 at any regular or special meeting at which a quorum is present, provided notice has been  
722 given as stated above, is necessary to adopt a recommendation for a revision of these  
723 Bylaws to be considered at the Delegate Assembly.  
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- 725 E. If amendments are adopted to the proposed revision by the Delegate Assembly, the Board  
726 of Directors must approve the final wording of the revision by a two-thirds (2/3rds) vote  
727 of the board members present and voting.  
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- 729 F. Notice of the proposed revision shall be sent to all Delegates to the Delegate Assembly at  
730 least thirty (30) days prior to the convening of the Delegate Assembly at which the revision  
731 shall be considered. Notice shall be given by electronic mail and by posting on the MSTA  
732 website.  
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- 734 G. The revision shall be considered *in seriatim* (article by article) by the Delegate Assembly  
735 and further amendments from the floor are in order during the consideration of each  
736 article of the proposed revision if they are within the scope of the previous notice. The  
737 MSTA Professional Registered Parliamentarian may preside during the consideration of  
738 the proposed revision.  
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- 740 H. A vote of two-thirds (2/3rds) of the Delegates present and voting at the Delegate Assembly  
741 meeting at which a quorum is present, provided notice has been given as stated above, is  
742 necessary to adopt a revision of these bylaws.