

South Central MSTA Bylaws

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Bylaws

Article I—Name

The name shall be known as the South Central Region Teachers Association, Inc. (SCRTA), as authorized by the Missouri Nonprofit Corporation Act, Chapter 355 of the Missouri Revised Statutes and, an independent affiliate of Missouri State Teachers Association.

Article II—Purpose

The objectives shall be to maintain a close organization of the teachers of South Central Region for the welfare of the student population, to advance ideals and standards of the teaching profession, to secure the efficiency of the schools, to promote the highest educational programs and standards, and thereby to inculcate the democratic way of life.

Article III—Membership

- A. Membership: MSTA members in all classes will automatically be members of the Region where they work.

- B. Services and Privileges: Members in all membership classes will receive services and privileges determined by the Board.
- C. Voting: Professional Educator and Associate members will be the only voting 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 SCRTA'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. SCRTA will notify each such member of the expulsion in writing.
 - 2. Transfer: Membership is non transferable.
 - 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 SCRTA names, trademarks, logos, symbols and other intellectual property, including property they create for SCRTA, consistent with these Bylaws and SCRTA policies.
 - 5. Ownership Rights: Membership is a privilege and not a right. No member will have an ownership or property right in SCRTA funds, property or other assets. All property that members create for SCRTA will be immediately and always owned by SCRTA.

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 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). SCRTA 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 SCRTA dues to CTAs or directly to MSTA, which will forward those dues to SCRTA, except teachers who are required to pay dues to school districts. CTAs collecting SCRTA dues must forward them to MSTA within 60 days of receipt.
- D. MSTA will forward to SCRTA 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, Assembly, Special
 - 1. Annual Meeting: The Region will conduct an annual meeting known as the Assembly of Delegates on a date the Board selects. The Region President will call the meeting to order and serve as meeting chair. The SCRTA President will report on Regional activities. The treasurer will report the financial condition of the Region. The secretary will present minutes from the last regional meeting. A report will be given by the SCRTA Representative to the MSTA Board of Directors. Reports from state committees will also be given.
 - 2. Regular Meetings: SCRTA may hold one or more regular membership meetings at the discretion of and at times and places determined by the Board.
 - 3. Assembly:

- a. At the Annual Membership Meeting, known as the SCRТА Regional Assembly of Delegates, the Assembly will act on the behalf of all Regional members.
 - b. The Assembly of Delegates will consist of: Each CТА in SCRТА’s region will elect Delegates from among their members who are Professional Educator or Associate Members with fully paid dues in the same manner as the state Assembly of Delegates.
 - 4. Special Meetings:
 - a. SCRТА will conduct a Special Membership Meeting if called by the Board, which will fix the time and place of the meeting.
 - b. SCRТА 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. SCRТА 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: 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 SCRТА records. The Assembly may only act at a membership meeting on matters specified in the meeting notice. SCRТА 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 SCRТА’s property or assets, accompanied by a copy or summary of a description of the transaction, and;
 - c. Dissolution of SCRТА, 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: A simple majority of the voting delegates present shall constitute a quorum to transact business.
 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 SCRТА’s Articles of Incorporation or Bylaws (after Bylaw amendment adoption by the Board of Directors), to merge with another entity, to dissolve SCRТА, or to change SCRТА’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. Delegates shall be elected by the Community Teachers Associations per Missouri State Teachers Association guidelines. All members serving on the Board of Directors, including Officers shall be delegates.
 - d. Voting by proxy is prohibited.
 - e. Voting for Officers or to amend the Articles or Bylaws will be by written ballot. Other votes will be voice votes unless the Chair or a majority of Delegates decide otherwise. The Region President will appoint designated tellers to count votes and report back to the President.
 - 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 SCRTA 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 SCRTA Board of Directors shall consist of the president, president-elect, vice-president, immediate past-president, one elected MSTA Board of Director, and six (6) members at large. Any Missouri State Teachers Association officer, during his/her term of office, shall serve as an ex-officio member of the SCRTA.
- B. Role: The Board will constitute the Regions governing body for all matters including without limitation to:
 1. Amend these Bylaws;
 2. Establish Regional policies and propose Assembly Resolutions; and
 3. Hold, purchase, and dispose of Regional property.
- C. Election:
 1. Election of Members: The six (6) non-officer members shall be elected by the Assembly of Delegates all of whom will be classroom teachers.
 2. Election of Officers: The Assembly of Delegates will elect the President-Elect and the Vice President. At the end of the President’s term, he or she will automatically become Immediate Past President and the President-Elect will automatically become President.
 3. Appointment of Secretary and Treasurer: The Secretary and Treasurer will be appointed in January each year by the Board of Directors.
- D. Terms:
 1. Terms of Members: The six (6) non-officer members shall be elected by the Assembly of Delegates for a period of three (3) years plus a partial term to fill a vacancy, electing two members to three-year terms each year. They will take office on November 1.
 2. Terms of Officers: The president-elect shall advance to the position of president. The president-elect and the vice-president shall each be elected by the Assembly of Delegates for one year.
- E. Meeting Attendance: Directors must attend every Board meeting of every type, Assembly of Delegates and Fall Meeting. If a Director is going to be absent, the Director must notify the President or Secretary prior to the meeting of their absence. Directors are allowed to miss up

to two events from November 1 through October 31. Failure to fulfill this attendance and notice requirement will constitute an automatic resignation by the 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 Board of Director Meetings: The annual meeting will be considered as the Assembly of Delegates. Regular Board of Director meetings will be held monthly unless the Board decides otherwise. Special Board of Director meetings may be called at the discretion of the President.
- G. Meeting Records: The Board will keep minutes of its meetings including a record of all votes.
- H. Compensation of Officers: The Board will not be compensated except for the Secretary or Treasurer. An annual amount will be determined by the Board.
- I. Notice: SCRTA will notify Directors of:
 - 1. Regular meetings at least 7 days in advance, and
 - 2. Special meetings at least 7 days in advance.
- J. 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.
- K. 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. Amendments to SCRTA Articles of Incorporation;
 - 2. Amendments to SCRTA Bylaws;
 - 3. SCRTA merger, dissolution, or name change, or
 - 4. Removal of a Director.
- L. Adjournment: The president will adjourn a Board meeting by a vote of the Board after one member proposes and another member seconds the motion to adjourn.
- M. Resignation: A Director may resign in writing submitted to the President, with or without a reason, 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.
- N. Removal and Vacancies:
 - 1. Removal: Officers and Directors may be removed at the discretion of the Board of Directors with or without cause.
 - 2. Vacancies for Officers: Should the president be unable to complete the term of office, the order of succession shall be: past-president, president-elect, vice-president, election of the president by the Board of Directors. If the president-elect were to succeed to the presidency, that person would complete the unexpired term as well as the term to which that person was duly elected.
 - 3. Vacancies for Board Members: If a vacancy on the Board occurs between annual Assembly of Delegates Meetings, the Board will fill the vacancy until the next annual Assembly of Delegates Meeting. If a vacancy on the Board occurs at an annual Assembly of Delegates Meeting due to resignation or removal of a member, then at the same meeting the Assembly of Delegates will fill an officer-member vacancy.
- O. Director Conflicts of Interest:
 - 1. A conflict of interest transaction is a transaction with SCRTA 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 SCRTA.
- 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.
- P. Loans: SCRTA will not make loans to Directors, Officers or employees.

Article VII—Committees

- A. Special Committees: Special Committees may be appointed by the president and report to the South Central Board. All state committee members are appointed by the South Central liaison to the state Board of Directors.
- B. Audit Committee: The Board will appoint the Audit Committee from among Directors. This Committee will oversee SCRTA finances including SCRTA’s annual review of its financial statements.
- C. Budget Committee: The Board will appoint the Budget Committee from among Directors. This committee will create a working budget for the region.

Article VIII—Officers

- A. SCRTA Officers will be the Immediate Past President, President, President-Elect, Vice President All Officers must be Directors. No Director may simultaneously hold more than one office.
- B. Officers must be classroom teachers and must not be a voting delegate in a statewide organization, except MSTA, that can represent teachers, affect legislation, and state policy for education in Missouri, excluding subject-area organizations and advisory bodies but including without limitation to:
 - 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.
- C. Officers will take office on November 1 for a term of one year..
- D. The President will preside over Board, Executive Committee and Assembly meetings. The President will serve as Chair of each of those groups and as SCRTA’s Chief Elected Officer. The President will prepare and distribute agendas for those meetings, and lead SCRTA 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 SCRTA. The President will perform other duties the Board assigns.
- E. The President-Elect will serve as President in the absence of the President, and will fulfill other duties the President or the Board assigns.
- F. 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.
- G. The Immediate Past President will perform duties the President or Board assigns.
- H. The Board or President may add duties for an Officer, but may not remove or reassign duties required by these Bylaws for each Officer.
- I. Officers may be removed and vacancies filled, as provided in these Bylaws for removing and replacing Directors.

Article IX—Indemnification

- A. Reimbursement Policy: SCRTA will be permitted, but not required, to indemnify and hold harmless its officers, members, and employees to the extent its resources allow and its Board authorizes, consistent with Missouri law.
- B. MSTA Reimbursement: MSTA will have no responsibility to indemnify or hold harmless a SCRTA officer, member, or employee.
- C. Insurance: SCRTA may obtain its own insurance policy to fund whatever indemnity obligations the Board authorizes. South Central Region and its officers, members, and employees will not be covered by an MSTA insurance policy for indemnity or other purpose.

Article X—Finance and Budget

- A. A budget showing anticipated revenue and expenses will be adopted annually by the Board and will be prepared by the Budget Committee.
- B. The Board will provide for an annual review of the SCRTA's Financial Statements by an Audit Committee appointed by the President of the Region. Results of the review will be reported to the Board.
- C. The Board will determine who may sign SCRTA checks and contracts.
- D. The Board will ask MSTA to do a yearly audit.

Article XI—Miscellaneous

- A. Except as otherwise provided by the Board or the President, only the President, or their designee, may take official action, make a public statement, or otherwise hold himself or herself out to the public as authorized to act on behalf of the SCRTA.
- B. The most recently revised edition of Robert's Rules of Order will govern Board, Assembly, member, and committee meetings unless otherwise provided in these Bylaws.
- C. If a portion of these Bylaws is determined to be invalid, the remainder of these Bylaws will remain valid, and the invalid provision may be replaced with a valid provision through the amendment procedure.
- D. English will be SCRTA's official business language.
- E. 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.
- F. Adopted amendments will be effective at the end of the Assembly meeting at which they are adopted.

Appendix

Professional Educator: an individual employed in the teaching profession or in another professional position in an education institution, including public, private, pre-kindergarten through grade 12, and higher education.

Classroom Teacher: 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.