

ARTICLES OF INCORPORATION AND BYLAWS

OF THE MISSOURI STATE
TEACHERS ASSOCIATION



Adopted: November 8, 1919

Revised: November 14, 2019

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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.

ARTICLE IX: MEMBERS

MSTA has members as provided in its Bylaws.

ARTICLE X: DISSOLUTION

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

ARTICLE XI: AMENDMENTS

MSTA may amend these Articles as follows:

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

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

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

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

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

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

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MISSOURI STATE TEACHERS ASSOCIATION **BYLAWS**

ARTICLE I: NAME

The name of this association shall be the 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: MEMBERSHIP

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-kindergarten through grade 12, and higher education, may become a Professional Educator Member if he or she has earned a bachelor's or higher degree and/or, where required, holds or is eligible to hold a teaching certificate.
 - B. Associate Member: An individual employed by an education institution in a support position or any person interested in advancing the cause of education may become an Associate Member.
 - C. Retired Member: Upon retirement from a position in an education institution, including public, private, pre-kindergarten through grade 12, and higher education, an individual may become a Retired Member. Retirement means that the person is receiving retirement benefits from the Missouri Public School Retirement System (PSRS),

Public Education Employee Retirement System (PEERS), the St. Louis or Kansas City educator retirement system, or other retirement system approved by the MSTA Board of Directors (Board).

- D. Student Member: A part-time or full-time student enrolled in a teacher-education program in a college or university in Missouri may become a Student Member.
2. Dues: Every member must pay annual dues 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 Delegate Assembly.
3. Annual Dues as of July 1, 2014:
 - A. Professional Educator Members Employed Full-Time: \$219
 - B. First-Time Members: \$124
 - C. Professional Educator Members Employed Half-Time or Less: \$124
 - D. Associate Members: \$90
 - E. Retired Members: \$25, or \$250 for a life membership
 - F. Student Members: \$0
 - G. The Board of Directors may increase dues each year by no more than the Consumer Price Index by a 2/3rds vote of those Board members present and voting without amending the bylaws. Such increases shall be reported to the Delegate Assembly and the assembly can veto the increase by a two-thirds (2/3rds) vote of those Delegates present and voting.
4. Payment of Dues: Members may pay MSTA dues to CTAs or directly to MSTA, except

- teachers who are required to pay dues to school districts. CTAs collecting MSTA dues must forward them to MSTA within 60 days of receipt.
5. Dues to CTA and Regions: MSTA shall forward without further Board or Delegate Assembly action, upon receipt of dues in full and verification of membership as follows:
 - A. to CTAs, \$6 of dues paid by Professional Educator Members Employed Full-Time and \$2 of dues paid by Associate Members, and;
 - B. to Regions, \$12 of dues paid by Professional Educator Members Employed Full-Time
 6. Non-Payment of Dues: A member who does not pay dues, fees and other assessments within 30 days of when due shall be suspended and shall not be entitled to rights and privileges of membership unless MSTA returns that member to active status.
 7. Right and Duties of Members:
 - A. Services and Privileges: Members in all membership classes shall have the right to receive services and privileges as determined by the Board.
 - B. Voting: Professional Educator and Associate Members shall be the only members with the right to vote, except to the extent that these Bylaws authorize the Board to appoint Retired and Student Members as Delegates to the Delegate Assembly.
 8. Suspension/Expulsion, Transfer, Resignation, Use of Intellectual Property, Ownership Rights:
 - A. Suspension/Expulsion: The Board may suspend or expel a member who does not maintain the qualifications stated in these Bylaws or policies adopted by the Board of Directors. The Board shall abide by a fair disciplinary process in making its decision. This shall include notification to the member charges at least 30 days before the Board votes and granting the member a hearing before the Board if requested in writing at least 10 days before that vote. A member who does not pay dues by the date required in these Bylaws shall be automatically expelled from membership. MSTA shall notify each such member of the expulsion in writing.
 - B. Transfer: Membership is nontransferable.
 - C. Resignation: A member may resign in communication with MSTA staff. Resignation shall be effective upon receipt. Resignation shall not relieve the member of the obligation to pay dues and other assessments accrued before the effective date of the resignation.
 - D. Use of Intellectual Property: Members shall use MSTA names, trademarks, logos, symbols and other intellectual property, including property they create for MSTA, consis-

tent with these Bylaws and MSTA policies.

- E. Ownership Rights: Membership is a privilege and not a right. No member shall have an ownership or property right in MSTA funds, property or other assets. All property that members create for MSTA shall be immediately and always owned by MSTA.

ARTICLE IV: OFFICERS

1. Officers: MSTA officers shall be the Immediate Past President, President, President-Elect, Vice President and Treasurer. At the first Board meeting after the Annual Delegate Assembly, the Board shall elect as Treasurer a Director who does not hold another office, and who shall remain a Director.
2. Full-Time Professional Educator Members: Officers must be full-time Professional Educator Members, and must not be a voting delegate in another statewide organization that can represent teachers, affect legislation, and shape policy for education in Missouri, excluding subject-area organizations and advisory bodies but including:
 - A. Missouri affiliate of the National Education Association;
 - B. Missouri affiliate of the American Federation of Teachers;
 - C. Missouri Association of Rural Educators;
 - D. Missouri Association of School Administrators, and;
 - E. Missouri School Boards' Association.
3. Term of Office: Except for the Treasurer, Officers shall take office at the close of the Annual Convention and shall serve for a term of one year or until their successors are elected. The Treasurer shall take office at the close of the Board meeting at which the Board elects the Treasurer and shall serve for a term from one year to three years as determined by the Board or until a successor is elected.
4. President: The President shall preside over meetings of the Board, the Executive Committee and the Delegate Assembly. The President shall serve as Chair of each of those groups and as MSTA's Chief Elected Officer. The President shall prepare and distribute agendas for those meetings, and lead MSTA governance efforts on behalf of the Board. The President shall also perform other duties as assigned by the Board. Except as otherwise provided by the Board or the President, only the President or Executive Director/Chief Executive Officer, or either's designee, may take official action, make a public statement, or otherwise hold himself or herself out to the public as authorized to act on behalf of MSTA.

5. President-Elect: The President-Elect shall serve as President in the absence of the President and shall fulfill other duties the President assigns.
 6. Vice President: The Vice President shall serve as President in the absence of the President and President-Elect and shall fulfill other duties the President assigns.
 7. Treasurer: The Treasurer shall serve as Chair of the Finance and Audit Committee; coordinate with the Executive Director/Chief Executive Officer to ensure timely financial reports are available to the Board; guide the Executive Director/Chief Executive Officer in preparing the annual budget, and; review MSTA's annual audited financial statements with MSTA's independent CPA firm, the Board, the Executive Director/Chief Executive Officer. The Treasurer shall coordinate with MSTA's independent CPA firm and with MSTA's Chief Financial Officer to assure that MSTA's:
 - A. annual financial statements are audited and receive the CPA's unqualified opinion on fair presentation;
 - B. financial books and records are kept in a complete and accurate manner, and;
 - C. funds are properly invested and protected.
 8. Immediate Past President: The Immediate Past President shall perform duties the President may assign.
 9. Other Duties: The Board or President may add duties for an Officer, but may not remove duties required by these Bylaws.
 10. Removal/Vacancies: Officers may be removed, and vacancies filled, as provided in these Bylaws for removing and replacing Directors.
 11. Treasurer's Resignation: The Treasurer may resign in writing submitted to the President. The resignation shall become effective when specified in the resignation notice or, if not specified, upon delivery of the notice to the President.
3. Special Delegate Assembly Meetings:
 - A. MSTA shall hold Special Meetings of the Delegate Assembly as called by the Board, which shall set the time and place of the meeting. At a Special Delegate Assembly, the delegates shall be those that constituted the most recent Annual Delegate Assembly.
 - B. MSTA shall hold a Special Delegate Assembly meeting if at least 5 percent of Professional Educator and Associate Members sign, date and deliver to the MSTA Headquarter Office a written demand for the meeting describing the purpose for holding the meeting. MSTA shall give the meeting notice required by these Bylaws within 30 days after the date of the written demand.
 4. Notice, Quorum and Voting:
 - A. Notice: The Delegate Assembly may only act on matters specified in the meeting notice. MSTA shall provide members at least 30-days notice of each Annual or Special Delegate Assembly. The notice shall state the place, date, and time of the meeting and describe business to be transacted, including a description of proposals members must approve under these Bylaws. Proposals requiring member notice and approval include, among others:
 - 1) amendments to the Articles of Incorporation or Bylaws, accompanied by a copy or summary of the proposed amendment;
 - 2) sale, lease, exchange, or disposal of all, or substantially all, of MSTA's property or assets, accompanied by a copy or summary of a description of the transaction, and;
 - 3) dissolution of MSTA, accompanied by a copy or summary of the dissolution plan.
 5. Quorum: The presence of at least a majority of the delegates shall constitute a quorum to transact business.
 6. Voting:
 - A. Voting by proxy, absentee voting and cumulative voting are prohibited.
 - B. Voting for Officers shall be by written or electronic ballot, except in the case that there is only one candidate for an office, that vote may be taken by voice. Other votes shall be voice votes, rising votes or electronic votes at the discretion of the Chair or a majority vote of the delegates.
 7. Time Held: Unless the Board requires otherwise, the Delegate Assembly shall be held only once a year at the MSTA Annual Convention.

ARTICLE V: MEETINGS

1. Membership Convention: There shall be an annual Convention of MSTA members held on a date and at a place determined by the Board of Directors.
2. Annual Delegate Assembly Meeting: A Delegate Assembly shall be held at the annual Convention of members on a date the Board selects. MSTA's President shall call the meeting to order and serve as meeting Chair. The first order of business shall be to adopt the Committee on Credentials' report and the standing rules for the Delegate Assembly. The President shall make reports available to delegates on MSTA activities and financial condition, and the Delegate Assembly shall act on behalf of all MSTA

8. Delegate Assembly Members: The Delegate Assembly shall consist of:
 - A. CTA Delegates: Each CTA shall elect one delegate for each 25 members or major fraction thereof except that CTAs with twelve (12) or fewer members shall be authorized to elect one (1) delegate. To determine the number of Delegates from each CTA, member totals shall be based on Professional Educator and Associate Member totals as of June 30 of the preceding membership year, unless MSTA can verify larger totals before the first session of the Annual Membership Meeting.
 - B. At-Large Delegates: Regions may select, pursuant to their own bylaws or procedures, at-large delegates of schools without an existing CTA. Regions may designate one at-large delegate for each twenty-five (25) at-large members. The calculation of the number of at-large delegates permitted from each region shall be based upon the total number of at-large members within the region as of a date to be determined by the Board of Directors but no later than June 30 of the same calendar year, as determined by the records maintained by MSTA.
 - C. Retired Member Delegates: Two Delegates appointed by the Board from Retired Members
 - D. Student Member Delegates: Two Delegates appointed by the Board from Student Members
 - E. Automatic Delegates: All members serving on the Board of Directors and the Chairs of the Articles, Bylaws, and Rules Committee and the Education Policy Committee Chair shall automatically be Delegates to the Delegate Assembly with full voting rights. Active Professional Educator Members who are a Region's President, President-Elect or Vice President, and Immediate Past President as well as all past state presidents who are also active Professional Educator Members shall be automatic Delegates with full voting rights.
 - F. Substitutes: If any Region President, President-Elect, Vice President or Immediate Past President is unable to serve as a Delegate, the Board of his or her Region may appoint another active professional educator member a substitute Delegate who, when seated, shall have full voting rights.
9. Delegates from CTAs shall be selected in accordance with CTA bylaws: Only Professional Educator and Associate Members who are also

CTA members may vote for Delegates to the Delegate Assembly.

10. First Delegate: The first Delegate elected from each CTA each year shall be a Classroom Teacher. If a CTA is entitled to more than one Delegate, at least 80 percent of them shall be Classroom Teachers, unless a CTA Board waives either of these provisions by a majority vote at a CTA Board meeting.
11. Committee on Credentials: The President shall appoint a Credentials Committee to certify eligibility of Delegates to serve in the Delegate Assembly.

ARTICLE VI: BOARD OF DIRECTORS

1. Composition and Eligibility: The Board of Directors shall consist of 20 Directors, including 5 officers and 16 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 MSTA 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 MSTA policies;
 - C. adopt Board Resolutions;
 - D. propose Delegate Assembly Resolutions;
 - E. hold, purchase, and dispose of MSTA 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 MSTA with MSTA'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 MSTA 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 MSTA members; two Directors from each Region that has from 3,751 to 6,250 MSTA members, and; three Directors from each Region that has 6,251 or more MSTA members. If a Region's membership increases or decreases, the number of Directors from that Region 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 possible. Failure to fulfill this attendance requirement shall constitute automatic removal from the Board. Participation by electronic means satisfies the attendance requirements.
 6. Annual and Regular Meetings: The annual meeting of the Board of Directors shall coincide with the Annual Membership Meeting unless changed by the Board. There shall be at least four other in-person Board meetings annually. Additional regular meetings may be established by action of the Board of Directors. All meetings shall be conducted in-person or by electronic means with the minimum standard being simultaneous aural communication.
 7. Special Meetings: Special Meetings of the Board of Directors may be called by the President or at request of at least three Directors. Those calling the meeting shall file a written request with the Executive Director/Chief Executive Officer stating the meeting's purpose, place, date, and hour. During Special Meetings only those actions noted in the call of the meeting shall be in order. Special meetings may be in-person or by electronic means with the minimum standard being simultaneous aural communication.
 8. Meeting Records: The Board shall keep minutes of its meetings including a record of all votes.
 9. President's Financial Loss: The Board may establish a policy so that the President shall not suffer financially from missing duties of an employment contract due to serving as President.
 10. Notice: MSTA shall notify Directors of regular meetings at least 21 days in advance. Notice of Special Meetings shall be given at least 10 days before an electronic meeting or 21 days in advance before an in-person meeting.
 11. Quorum and Voting: The quorum of the Board shall be a majority of its members currently in office. Except as otherwise provided in these Bylaws or in the adopted parliamentary authority, Board action shall require a vote of at least a majority of Directors present and voting at a Board meeting held in-person or by electronic means.
 12. Greater Voting Requirement: Board action on the following matters shall require a vote of at least two-thirds (2/3rds) of Directors present and voting at a Board meeting, provided there is a quorum present. These matters include:
 - 1) recommending the purchase or sale of real estate to the Delegate Assembly;
 - 2) recommending amendments to the MSTA's Articles of Incorporation or Bylaws to the Delegate Assembly;
 - 3) terminating the employment of MSTA's Executive Director/Chief Executive (except as provided by the employment contract between MSTA and this executive);
 - 4) recommending dues increases to the Delegate Assembly or approving a dues increase of less than the Consumer Price Index each year; and
 - 5) removing a Director.
 13. Prohibited Voting: Proxy, absentee or cumulative voting is prohibited in any decision made by the Board of Directors.
 14. Removal: Officers other than the Treasurer may be removed by the Delegate Assembly. A region may remove the Director(s) from that region. If a Region fails to remove such a Director within 30 days from written Board request for removal, the Board may remove and replace that Director, and the replacement Director shall serve until Delegates from that Region elect their own replacement. The Board may remove the Treasurer.
 15. Vacancies: Vacancies in the membership of the Board of Directors that occur between Annual Membership Meetings may be filled by the Board until the next Annual Membership. The Board may fill a Treasurer vacancy for a period ending at or after the next Annual Membership Meeting, but not after the unexpired term of the Treasurer who vacated the Office. If a vacancy on the Board occurs at or just prior to an Annual Convention the Delegate Assembly shall fill an officer vacancy and the Region delegates shall fill a non-Officer-Director vacancy.
 16. Director Conflicts of Interest:
 - A. Definition: A conflict of interest transaction is a transaction with MSTA in which a Director has a material interest. A conflict of interest transaction is not voidable and is not the basis for imposing liability on a noncompensated Director if the transaction was not unfair to MSTA at the time it was entered into or is approved in advance by the Board if:
 - 1) The material facts of the transaction and the Director's interest are disclosed or known to the Board, and;

- 2) Non-interested Directors approving the transaction in good faith reasonably believe that the transaction is not unfair to MSTA.
- B. Conflict of Interest Policy: The Board shall adopt a Conflict of Interest Policy requiring the acceptance of the policy in writing by Directors and committee members. If a portion of that Policy is inconsistent with the Bylaw provision immediately above, that Bylaw provision shall prevail.

ARTICLE VII: EXECUTIVE COMMITTEE

1. Composition: The members of the Executive Committee shall be the President, President-Elect, Vice President, Treasurer, Immediate Past President. The Executive Director/Chief Executive Officer shall serve as a non-voting advisor of the committee.
2. Duties:
 - A. Authority between Board Meetings: The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board but only to the extent:
 - 1) necessary to take action on unanticipated business that requires action between Board meetings; and
 - 2) action taken is not contrary to the instructions given by the Board of Directors.
 - B. Meetings: Meetings of the Executive Committee shall be called by the President or any two members of the Executive Committee with at least 24 hours' oral notice. Notice may be waived by the members of the Executive Committee in accordance with statutory requirements.
 - C. Quorum: A majority of the members of the Executive Committee shall constitute a quorum.
 - D. Minutes: The committee shall keep meeting minutes and report all committee actions to the next Board of Directors meeting.

ARTICLE VIII: COMMITTEES

1. Membership: All standing committees listed in these bylaws shall have their members elected by the Board of Directors by a majority vote.
2. Finance and Audit Committee: The Board shall elect the Finance and Audit Committee from among Directors then in office. The Treasurer shall be the Finance and Audit Committee Chair. This Committee shall oversee MSTA finances and coordinate MSTA's annual audit of its financial statements with MSTA's independent CPA firm.
3. Articles, Bylaws, and Rules Committee: This

- committee shall oversee administration of and changes to MSTA's Articles of Incorporation, Bylaws, and other Rules. The Board shall elect Professional Educator Members to serve on the committee. The committee shall have at least one Professional Educator Member from each Region. A Region with more than one Director on the Board shall have that same number of Professional Educator Members on this committee. Election shall be for two-year terms or until successors are elected. No more than three consecutive two-year terms plus any part of a partial term to fill a vacancy, if any shall be permitted. The Board may elect one Retired Member and one Associate Member. In addition, the President shall appoint one Director to serve on the Committee as a non-voting liaison between the Board and the Committee. That Director shall attend all Committee meetings and report to the Board.
4. Education Policy Committee: This Committee shall develop resolutions to propose for Delegate Assembly adoption, set legislative priorities, and assist in promoting MSTA's governmental relations program. The Board shall elect Professional Educator Members to serve on the committee. The committee shall have at least one Professional Educator Member from each Region. A Region with more than one Director on the Board shall have that same number of Professional Educator Members on this committee. Election shall be for two-year terms or until successors are elected. No more than three consecutive two-year terms plus any part of a partial term to fill a vacancy, if any shall be permitted. The Board may elect one Retired Member and one Associate Member. In addition, the President shall appoint one Director to serve on the Committee as a non-voting liaison between the Board and the Committee. That Director shall attend all Committee meetings and report to the Board.
5. Student Committee: The Board shall elect this Committee. It shall serve the interests of Student Members in colleges and universities that offer degrees in education. Election shall be for two-year terms or until successors are elected. No more than two consecutive two-year terms plus any part of a partial term to fill a vacancy, if any, shall be permitted. The President shall appoint a non-voting liaison between the Board and the Committee. That Director shall attend all Committee meetings and report to the Board.
6. Other Committees: The Board may establish other standing and special committees and adopt procedures for those committees. The President shall appoint the members of these

other committee with the approval of the Board of Directors.

7. Quorum: The quorum for all committee meetings shall be a majority of the members of the committee in office at time of meeting.
8. Meetings: Meetings may be held in person or by other electronic means with the minimum standard for deliberation being simultaneous aural communication.

ARTICLE IX: COMMUNITY TEACHER ASSOCIATIONS (CTAs)

1. Definition: "Community Teacher Association" (CTA) means an independent affiliate of MSTA.
2. Formation: A group of Professional Educator and Associate Members may form and become members of a CTA. MSTA members organizing a CTA must notify MSTA, adopt bylaws, provide a list of names of organizing members and CTA officers, and pay to MSTA 100 percent of their dues. MSTA shall recognize a CTA as an independent affiliate after confirming that the organizing members are MSTA Professional Educator or Associate Members and that the CTA satisfies MSTA requirements for organizing a CTA.
3. Good Standing: To remain in good standing with MSTA a local CTA must submit a list of officers, two of whom must be MSTA members and be in compliance with the requirements of the State of Missouri regarding labor organizations.
4. CTA President: Only MSTA Professional Educator and Associate Members may serve as CTA President, Vice President, and/or President-Elect.
5. One CTA Per District: MSTA 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. MSTA 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 MSTA.
8. Trademarks, Logos, Symbols: CTAs may use MSTA names, trademarks, logos, symbols and other intellectual property, regardless of who created the property for MSTA, only in a manner consistent with these Bylaws and MSTA policies.
9. Funds Disbursement: MSTA shall disburse to local CTAs the local CTA dues remitted by members and no other distribution of funds shall be allowed. CTAs shall reimburse MSTA

for items purchased from MSTA and for expenses MSTA incurs for CTAs. CTAs shall establish and control their own operating budgets, bank accounts and insurance policies, not subject to MSTA 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 MSTA. MSTA 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 MSTA participation.

ARTICLE X: REGIONAL ASSOCIATIONS (Regions)

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.

ARTICLE XI: INDEMNIFICATION

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 Indemni-

fied 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.

ARTICLE XII: FINANCE AND BUDGET

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

ARTICLE XIII: MISCELLANEOUS

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.
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.
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.

ARTICLE XIV: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the affairs of MST A 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

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 MST A by electronic mail and publication on the MST A 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 MST A'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 board.

- C. The revision shall be considered in seriatim (article by article) and further amendments from the floor of the board meeting are in order during the consideration of each article of the proposed revision. The MST A Professional Registered Parliamentarian may preside during the consideration of the proposed revision.
- D. A vote of two-thirds (2/3rds) of the members of the Board of Directors present and voting at any regular or special meeting at which a quorum is present, provided notice has been given as stated above, is necessary to adopt a recommendation for a revision of these Bylaws to be considered at the Delegate Assembly.
- E. If amendments are adopted to the proposed revision by the Delegate Assembly, the Board of Directors must approve the final wording of the revision by a two-thirds (2/3rds) vote of the board members present and voting.
- F. Notice of the proposed revision shall be sent to all Delegates to the Delegate Assembly at least thirty (30) days prior to the convening of the Delegate Assembly at which the revision shall be considered. Notice shall be given by electronic mail and by posting on the MST A website.
- G. The revision shall be considered in seriatim (article by article) by the Delegate Assembly and further amendments from the floor are in order during the consideration of each article of the proposed revision if they are within the scope of the previous notice. The MST A Professional Registered Parliamentarian may preside during the consideration of the proposed revision.
- H. A vote of two-thirds (2/3rds) of the Delegates present and voting at the Delegate Assembly meeting at which a quorum is present, provided notice has been given as stated above, is necessary to adopt a revision of these bylaws.



MISSOURI STATE TEACHERS ASSOCIATION

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