

**BYLAWS OF
GRANITE EDUCATION SUPPORT PROFESSIONALS
ASSOCIATION**

(A Utah Non-Profit Corporation)

**ARTICLE I
NAME AND OFFICES**

Section 1.01 The name of the organization is GRANITE EDUCATION SUPPORT PROFESSIONALS ASSOCIATION (the “Association”). The principal office of the Association shall be located in the County of SALT LAKE, State of Utah. The Association may also have other offices within the State of Utah as the Board of Directors (the “Board”) may from time to time determine or the business of the Association require.

**ARTICLE II
PURPOSE AND AFFILIATION**

Section 2.01 The purposes of the Association shall be those set forth in the Articles of Incorporation, as may be amended from time to time.

Section 2.02 The Association is an affiliate of the Utah School Employees Association (herein referred to as “USEA”).

**ARTICLE III
MEMBERS**

Section 3.01 Membership. Membership in the Association shall be open to all persons working as education support professionals and/or classified school employees of Granite School District.

- a) School district employees in employment positions that require a teaching license shall not be eligible for membership.
- b) School district administrators including but not limited to superintendents, assistant superintendents, business administrators, human resource directors, principals, assistant principals, and any position that may be prohibited by national or state affiliation agreements are not eligible for membership in the Association.
- c) Members on leave from employment with the school district may remain active for a maximum of two (2) years. While on leave members are required to continue paying dues to the Association and USEA.

Members in the process of contesting or appealing an adverse employment action by the school district and through the association shall remain a member provided that the member continues to pay dues to the Association and USEA.

Section 3.02 Membership Suspension, Expulsion and Reinstatement.

a) The Association's board may recommend, in writing, to the USEA Board a suspension or expulsion of a member who violates the Association's Articles, bylaws, policies, or engages in conduct that is injurious or damaging to the association. USEA shall review the recommendation and shall vote to enforce the suspension or expulsion.

b) Suspended members shall not vote during any member meeting or election occurring while the member is suspended. Suspended member shall not serve as officers or directors of the association during the suspension. Suspended members may request termination of suspension by making a written request to the USEA Board and the USEA Board meets to review the request and votes to terminate the suspension by a majority vote of a quorum of board members.

c) Expelled members are only allowed to return to membership after one (1) year and by making a written request for reinstatement to the USEA Board and the USEA Board meets to review the request and approves of the reinstatement by majority vote of a quorum of board members.

Section 3.03 Membership Dues.

a) Dues shall be reviewed annually by the Board prior to the annual membership meeting.

b) Dues shall be increased according to the value of the weighted pupil unit as determined by the Utah Legislature unless waived by a majority vote of the Board.

c) Any dues increase exceeding the value of the weighted pupil unit (WPU) shall be approved by the Board and presented to the full Membership for approval, rejection, or modification.

Section 3.04 Payment of Dues.

a) An active Member may authorize payroll deductions for payment of Local Association and USEA Membership dues.

b) Dues for the Association and USEA may also be paid directly to USEA by cash, check, money order, or any other method established by USEA.

Section 3.05 Meetings. The annual meeting of the Members (the "Annual Meeting of the Members") for the election of directors and for the transaction of such other business as may come before the Members, including the delivery of a financial statement, shall be held each year at the place, time, and date, as may be fixed by the Board, or if not so fixed, as may be determined by the president of the Board. Special meetings of the Members shall be held whenever called by the Board, if any, or by a written demand to the secretary/treasurer of ten percent (10%) of the Members eligible to vote. The secretary/treasurer, upon receiving written demand or resolution, shall promptly give notice of such meeting as provided in Section 3.06 or if the secretary/treasurer fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. The president of the Association shall preside at the meetings of the Members, or in the absence of the president, an acting president shall be chosen by the Members present. The secretary/treasurer of the Association shall act as

secretary/treasurer at all meetings of the Members, or in the absence of the secretary/treasurer, an acting secretary/treasurer shall be chosen by the Members present.

Section 3.06 Notice of Meetings. Written notice of the place, date, and hour of any meeting shall be given to each Member entitled to vote at such meeting by mailing the notice by first class mail with postage prepaid, not less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice of any meeting other than the Annual Meeting of the Members shall indicate the person or persons calling the meeting and notice of any special meeting shall also indicate the purpose for which it is called.

Section 3.07 Quorum. At all meetings of Members, ten percent (10%) of the Members eligible to vote shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is required.

Section 3.08 Voting.

a) Members in good standing are entitled to vote for all actions and elections requiring a membership vote. To cast a vote, members shall be present at the annual meeting and any special meeting scheduled for an action or election requiring membership vote. Members shall not cast votes by a proxy or absentee ballot.

b) Except as otherwise provided by statute or these bylaws, the vote of a majority of the members present at the time of a vote, if a quorum is present at such time, shall be the act of the Members. At any meeting of the Members, each Member present, in person, shall be entitled to one (1) vote. The record eligibility of voting rights shall be set by the Board thirty (30) days before the date of the meeting.

Section 3.09 Action Without a Meeting. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all the Members. Such consent may be written or electronic. If consent is electronic, it must be able to be reasonably determined to have been sent by the Member.

Section 3.10 Bylaws. The bylaws shall be adopted at a Special Meeting of the Members or at the Annual Meeting of Members. Prior to the adoption, the proposed bylaws are to be circulated to the Members no later than thirty (30) days prior to the meeting to adopt the bylaws. A majority of the votes cast at the meeting of Members to adopt the bylaws shall be the act of the Members.

Section 3.11 Actions Requiring Vote of Members. The following corporate actions may not be taken without the approval of the Members:

a) A plurality of the votes cast at a meeting of the Members is required for the election of Directors of the Association.

b) A majority of the votes cast at a meeting of the Members is required for:

i) Any amendment of the Articles of Incorporation.

ii) A petition for judicial dissolution.

- c) Two-thirds of the votes cast at a meeting of the Members is required for:
 - i) Disposing of all, or substantially all, of the assets of the Association,
 - ii) Approval of a plan of merger,
 - iii) Authorization of a plan of non-judicial dissolution, or
 - iv) Revocation of a voluntary dissolution proceeding.

Provided, however, that the affirmative votes cast in favor of any action described in this subsection (c) shall be at least equal to the minimum votes necessary to constitute a quorum. Abstentions from voting or blank votes cast by ballot shall not be counted toward the number of votes.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01 Powers and Number. The affairs and property of the Association shall be managed by or under the direction of the Board of Directors (the "Board") subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and herein. The number of directors shall be one director for each of the nine (9) service categories and one director representing USEA (USEA Board Member assigned to represent the respective Association). Within the specified limits, the numbers of directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board and no decrease shall shorten the term of any director then in office. As used in these bylaws, the term "Entire Board" shall mean the total number of directors entitled to vote which the Association would have if there were no vacancies on the Board.

Section 4.02 Service Categories of Directors. The ESP Career Families represented on the Board are as follows:

- Clerical Services
- Custodial Services
- Food Services
- Health and Student Services
- Paraeducators
- Security Services
- Skilled Trades/Maintenance Services
- Technical Services
- Transportation Services

Election and Term of Office.

a) Each ESP Career Family shall elect one director from its membership at the Annual Meeting of the Members or a meeting of the Members called for the purpose of electing directors. Each Member is entitled to vote for one director from his or her service category. Directors shall hold office for a term of three (3) years and each shall serve for such term and until the election and qualification of a successor, or until such

director's death, resignation, or removal. There is no limitation on the total number of terms any member may serve as a director, however, no member may serve more than two consecutive three-year terms.

b) **CLERICAL SERVICES:** The members from this career family will elect the Director to represent them for three-year terms beginning in 2019. The term of office for this Director shall commence on September 1, following their election as a Director by the respective career family members, and end on August 31, three years later.

c) **CUSTODIAL SERVICES:** The members from this career family will elect the Director to represent them for three-year terms beginning in 2020. The term of office for this Director shall commence on September 1, following their election as a Director by the respective career family members, and end on August 31, three years later.

d) **FOOD SERVICES:** The members from this career family will elect the Director to represent them for three-year terms beginning in 2021. The term of office for this Director shall commence on September 1, following their election as a director by the respective career family members, and end on August 31, three years later.

e) **HEALTH/STUDENT SERVICES:** The members from this career family will elect the Director to represent them for three-year terms beginning in 2019. The term of office for this Director shall commence on September 1, following their election as a Director by the respective career family members, and end on August 31, three years later.

f) **PARAEDUCATORS:** The members from this career family will elect the Director to represent them for three-year terms beginning in 2020. The term of office for this Director shall commence on September 1, following their election as a Director by the respective career family members, and end on August 31, three years later.

g) **SECURITY SERVICES:** The members from this career family will elect the Director to represent them for three-year terms beginning in 2021. The term of office for this Director shall commence on September 1, following their election as a Director by the respective career family members, and end on August 31, three years later.

h) **SKILLED TRADES/MAINTENANCE SERVICES:** The members from this career family will elect the Director to represent them for three-year terms beginning in 2019. The term of office for this Director shall commence on September 1, following their election as a Director by the respective career family members, and end on August 31, three years later.

i) **TECHNICAL SERVICES:** The members from this career family will elect the Director to represent them for three-year terms beginning in 2020. The term of office for this Director shall commence on September 1, following their election as a Director by the respective career family members, and end on August 31, three years later.

j) **TRANSPORTATION SERVICES:** The members from this career family will elect the Director to represent them for three-year terms beginning in 2021. The term of office for this Director shall commence on September 1, following their election as a Director by the respective career family members, and end on August 31, three years later.

k) **USEA REPRESENTATIVE:** The USEA representative may or may not be a member of the USEA Executive Board assigned to the local, however, they cannot be an employee of USEA. This member is assigned by the USEA President and shall act as a liaison between USEA and the Association. This individual shall receive meeting notices and shall be allowed to participate in all local meetings and activities. The Association cannot exclude this person from participation in any local meeting or activity. This individual cannot serve as an officer. They may serve as an ad hoc non-voting member of any committee of the Association. They are not allowed to participate in or represent the Association in negotiations. They cannot participate in or represent members of the Association in member advocacy. This individual is a non-voting advisor.

l) **GOVERNMENT RELATIONS COORDINATOR:** The Board will appoint a member to this position. This individual will work closely with the USEA staff liaison responsible for Government Relations and will facilitate this work in the Association. This is a three-year term beginning in 2019. This individual is a non-voting advisory member of the Board. The term of office for this position shall commence on September 1, following their appointment by the Board, and end on August 31, three years later.

m) **ORGANIZING COORDINATOR:** The Board will appoint a member to this position. This individual will work closely with the USEA staff liaison responsible for Organizing and will facilitate this work in the Association. This is a three-year term beginning in 2020. This individual is a non-voting advisory member of the Board. The term of office for this position shall commence on September 1, following their appointment by the Board, and end on August 31, three years later.

n) **COMMUNICATIONS COORDINATOR:** The Board will appoint a member to this position. This individual will work closely with the USEA staff liaison responsible for Communications and will facilitate this work in the Association. This is a three-year term beginning in 2021. This individual is a non-voting advisory member of the Board. The term of office for this position shall commence on September 1, following their appointment by the Board, and end on August 31, three years later.

o) **PROFESSIONAL DEVELOPMENT COORDINATOR:** The Board will appoint a member to this position. This individual will work closely with the USEA staff liaison responsible for Professional Development and will facilitate this work in the Association. This is a three-year term beginning in 2022. This individual is a non-voting advisory member of the Board. The term of office for this position shall commence on September 1, following their appointment by the Executive Board, and end on August 31, three years later.

Section 4.03 Qualification for Directors. Each director shall be at least 18 years of age.

Section 4.04 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the Service Categories, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next Annual Meeting of the Members or until such director's successor is elected at a membership meeting called for the purpose of electing directors.

Section 4.05 Removal. Any director may be removed at any time for cause at a regular or special meeting called for that purpose by a majority of the Entire Board.

Section 4.06 Resignation. Any director may resign from the Board at any time by giving written notice to the Board, the president, or the secretary/treasurer of the Association. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

Section 4.07 Utah School Employees Association (USEA) Delegate.

a) All directors of the Association shall serve as delegates for purposes of conducting the business of the Association with the Utah School Employees Association (USEA), based on the Association delegate allocation parameters established by USEA.

b) The officers of the Association will be given the first right of refusal/acceptance to serve as a USEA delegate after which any unfilled delegate position will be filled by current directors until the Association fills their respective delegate positions.

c) If all the Association's delegate positions are not filled as described in (a) and (b) of this section, the Association will conduct a nomination and election process to fill all the delegate positions. All active members will be allowed to participate at this stage of the process.

d) The elections will be conducted by secret ballot and will be overseen by the Nomination Committee in the same manner as any other nomination and election process of the Association.

Section 4.08 Meetings. The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of the president or as determined by the Board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

Section 4.09 Notice of Meetings. Notice of a meeting may be sent by mail, telephone, facsimile transmission, telegraph, courier service, electronic mail, or hand delivery, directed to each director at his or her address or contact information as it appears on the records of the

president. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each director not less than fifteen (15) days before such meeting. Notice of a special meeting of the Board must be given to each director not less than fifteen (15) days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

Section 4.10 Quorum. At each meeting of the Board, the presence of one-third of the Entire Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the Board present may adjourn the meeting to another time. Notice of such adjournment and the rescheduled meeting shall be given to all Board directors.

Section 4.11 Voting. Except as otherwise provided by statute or these bylaws, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

Section 4.12 Meeting by Remote Communication. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

Section 4.13 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.14 Compensation. The Association shall not pay compensation to directors for services rendered to the Association in their capacity as directors. A director may receive reasonable compensation for the performance of services provided to the Association in any capacity separate from his or her responsibilities as a director when so authorized by a majority of the directors then in office and in accordance with Section 10.01 of these bylaws.

a) Approved expenses shall be reimbursed by the Association. Directors shall provide documentation, including, but not limited to, receipts and mileage, when requesting a reimbursement.

ARTICLE V COMMITTEES

Section 5.01 Executive Committee and Other Committees of the Board. The Board, by resolution adopted by a majority of the Entire Board, may designate from among the directors an Executive Committee and other committees of the Board consisting of three (3) or more directors. Each committee of the Board shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- a) The filling of vacancies on the Board or in any committee.
- b) The amendment or repeal of the bylaws, or the adoption of new bylaws.
- c) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 5.02 Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

Section 5.03 Alternate Members. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

Section 5.04 STANDING COMMITTEES

- a) **NOMINATING and ELECTIONS COMMITTEE**
 - i) Nature and Composition

The Nominating and Elections Committee shall be a standing committee. The vice president shall be chair of the committee and shall name at least three, but not more than five, active members to serve on the committee.

- ii) Duties

A. The Nominating Committee Ensures that the one-person-one vote and the open nomination and secret ballot doctrines are adhered to.

- 1) One-Person, One-Vote or equal population voting, generally means that the vote of each member of the Association has the same weight as the vote of any other member.

The Association must apply the one-person, one-vote principle for representation on each of its governing bodies. An elected governing body is any Association-elected body participating in the determination of general and significant policies and that exercises discretion in implementing such policies. Standing committees play lesser roles in policymaking—roles usually restricted to narrow areas of their expertise. Therefore, they are not considered governing bodies. Representative or delegate assemblies, boards of directors, and/or executive committees generally are characterized as governing bodies.

B. Open Nominations and Secret Ballots

1) Open nomination procedure shall mean a procedure by which every eligible Association member shall have the opportunity to nominate any Association member who meets the qualifications for the elective position. A member shall have the right to make nominations or be nominated for any office or position on any governance body that will directly represent that member, subject to any limitations required in the USEA Constitution and Bylaws, and to any other reasonable restrictions uniformly imposed.

2) Secret ballot shall mean a procedure for voting on slips of paper (or via a voting machine) on which voters may mark the vote in secrecy.

3) Election by secret ballot for each individual position shall mean that slate voting shall not be permitted. An election is defined as a vote to fill an office.

4) Review and verify the qualifications of all candidates for elected office, place the names of all qualified candidates on the ballot, and notify unqualified candidates of the reason for their failure to qualify.

5) Prepare ballots and other documents necessary for the proper conduct of all Association elections.

6) Supervise all Association elections to ensure that they are conducted in a fair manner, in conformance with the Association Bylaws and policies, and with applicable law.

7) The vice president shall submit each candidate's name and the office that they are running for to each member at least ten (10) days before the meeting at which the elections will take place.

8) Count the votes or ballots and make a written report of every election to the president. This report and all documents related to nominations and elections shall be maintained by the

Association for no less than seven (7) years. This includes but is not limited to the physical ballots cast by individual active members.

9) Recommend to the Executive Board such changes or modifications to the Association election processes which it concludes are in the best interests of the members of the Association. Only those recommendations that are in line with applicable law or the affiliation standards of USEA will be considered in order.

10) Perform such other duties as may be assigned by the Executive Board.

b) AUDIT COMMITTEE

i) Nature and Composition

A. The Audit Committee shall be a standing committee. The secretary/treasurer shall be chair of the committee and shall name at least three, but not more than five, active members to serve on the committee.

B. The Audit committee will meet at least quarterly or more often if necessary. Committee meetings shall be scheduled independent of other meetings of the Association.

ii) Duties

A. Develop an annual Association budget and recommend it to the Board for approval prior to the end of the Associations fiscal year.

B. Monitor the income and expenses of the Association to ensure that appropriate financial practices are being followed by the officers and Board of the Association. Make reports to the president and Board on its findings and recommendations.

C. Assist the secretary/treasurer in making a financial report to the membership at the Association's annual meeting.

c) ORGANIZING COMMITTEE

i) Nature and Composition

A. The Organizing Committee shall be a standing committee. The Organizing Coordinator shall be chair of the committee. The committee shall consist of two (2) directors, appointed by the Board. The general membership shall elect two additional representatives and two alternates to serve on the committee. Alternates are welcome to attend all meetings but shall not vote unless a committee member is not present.

ii) Duties

A. Establish a local organizing plan that includes the maintenance and growth of the Associations membership by at least 10% annually. This plan will also include provisions on how to effectively use

the Association Representative program in its work. This plan must be submitted and approved by USEA.

B. Make recommendations to the Board for support and implementation of the organizing plan.

C. Review the current membership numbers of the Association and make recommendations based on the trends.

D. Request a complete electronic copy of the ESP/Classified personnel directory from the district on an annual basis. A copy of this list will be forwarded to USEA.

E. Identify the members and potential members at each worksite within the Association and work with the Board and the Association Representatives to determine a worksite specific organizing plan.

F. The committee shall meet quarterly, or more often as requested by the Board.

d) GOVERNMENT RELATIONS COMMITTEE

i) Nature and Composition

A. The Government Relations Committee shall be a standing committee. The Government Relations Coordinator shall be chair of the committee. The committee shall consist of two directors appointed by the Board. The general membership shall elect two additional representatives and two alternates to serve on the committee. Alternates are welcome to attend all meetings but shall not vote unless a committee member is not present. The local will not have a Political Action Committee (PAC) and will not donate financially to a candidate, instead the local will partner with USEA in using and growing USEA's PAC process.

ii) Duties

A. Establish an Association government relations plan that includes the maintenance and growth of the Association's relationship with the school board and other governmental bodies within their local school district boundaries. This plan will also include provisions on how to effectively use the Associations programs and members in its work. This plan must be submitted and approved by the USEA Political Action Committee.

B. Conduct candidate interviews with the school board and other governmental candidates within their local school district boundaries.

C. Make recommendations to the Board to support, in a non-financial arrangement, school board and other governmental candidates within their local school district boundaries.

D. Make recommendations to the Board to request that the USEA Political Action Committee (PAC) support, in a non-financial

and/or financially, school board and other governmental candidates within their local school district boundaries.

E. Support and attend USEA sponsored political events such as Educator Day on the Hill and assist USEA in growing statewide political power.

F. The committee shall meet monthly, or as requested by the Board.

e) COMMUNICATIONS COMMITTEE

i) Nature and Composition

A. The Communications Committee shall be a standing committee. The Communications Coordinator shall be chair of the committee. The committee shall consist of two (2) directors appointed by the Board. The general membership shall elect two additional representatives and two alternates to serve on the committee. Alternates are welcome to attend all meetings but shall not vote unless a committee member is not present.

ii) Duties

A. Establish an Association communications plan that includes the development and maintenance of social media properties (i.e. Facebook, Twitter, Instagram, etc.), a webpage, and newsletters. This plan will also include provisions on how to effectively use the Associations programs and members in its work. This plan must be submitted and reviewed by the USEA communications liaison.

f) PROFESSIONAL DEVELOPMENT COMMITTEE

i) Nature and Composition

A. The Professional Development Committee shall be a standing committee. The Professional Development Coordinator shall be chair of the committee. The committee shall consist of two (2) directors appointed by the Board. The general membership shall elect two (2) additional representatives and two alternates to serve on the committee. Alternates are welcome to attend all meetings but shall not vote unless a committee member is not present.

ii) Duties

A. Establish an Association professional development plan that includes the development and maintenance of Association and a district professional development for members and leaders. This plan will also include provisions on how to effectively use USEA and the Association's professional development programs. This plan must be submitted and reviewed by the USEA communications liaison.

g) NEGOTIATIONS COMMITTEE

i) Nature and Composition

A. The Negotiations Committee shall be a standing committee. The president shall be chair of the committee. The committee shall consist of all directors and officers of the Association as defined by these bylaws. The general membership shall elect two (2) additional representatives and two alternates to serve on the committee. The USEA Organizational Specialist assigned by the USEA Executive Director shall be a standing member of the committee. Alternates are welcome to attend all meetings but shall not vote unless a committee member is not present.

B. The Negotiating committee will meet at least quarterly or more often if necessary. Committee meetings shall be scheduled independent of other meetings of the Association.

ii) Duties

A. Hold at least one annual general membership meeting for the purpose of discussing and identifying member issues for consideration by the negotiating team to be included in the Associations proposals to their employer.

B. Conduct at least one (1) anonymous survey of the general membership for the purpose of identifying member issues for consideration by the negotiating team to be included in the Associations proposals to their employer.

C. Prepare negotiation proposals for presentation to their employer.

D. Identify a team to present negotiation proposals and to speak for the Association membership. Members of this team shall serve staggered three (3) terms. There is no limitation on the total number of terms any member may serve as a member of the negotiating team, however, no member may serve more than two consecutive three-year terms.

E. Store and maintain all negotiated agreements, proposals, notes, and salary schedules. This includes the names of all individuals that participated in the negotiations process (i.e.: Association negotiating team, the school district team, the school board, any experts or consultants, etc.) for each respective agreement. These files are to be stored by the Association indefinitely.

F. Provide every member of the association with a copy of the negotiated agreement on an annual basis.

Section 5.05 REPORTS

a) Reports

All business transacted by committees shall be officially reported to the Board in writing and not reported to any other person or organization unless the Board otherwise directs. Upon completion of a committee assignment, the chair of the committee shall file with the president a report of the business of the committee.

ARTICLE VI OFFICERS, EMPLOYEES, AND AGENTS

Section 6.01 Officers. The officers of the Association shall consist at least of a president, a vice president, and a secretary/treasurer as it may determine. All officers shall be chosen by the Board from slates of candidates eligible and willing to serve.

A minimum of a president, a vice president, and a secretary/treasurer is required for the Association to retain its minimum affiliation with the Utah School Employees Association. In the absence of a president and a secretary/treasurer, USEA will assume the day to day operations of the organization until such a time as a new a president and a secretary/treasurer can be elected or appointed as established by these bylaws, and the democratic process within the Association can be restored.

Section 6.02 Election, Term of Office, and Qualifications. The officers of the Association shall be elected by a majority vote of the Board at the annual meeting of the Board. Each officer shall hold office for a term of three (3) years and shall continue to serve until such officer's successor is elected and qualified. If an elected officer is currently serving as a director, their director position will become vacant upon their election to an officer and the vacant position will be filled as outlined in Section 4.05 of these bylaws. There is no limitation on the total number of terms any member may serve as an officer, however, no member may serve more than two consecutive three-year terms of office. Except as may otherwise be provided in the resolution of the Board choosing an officer, no officer need be a director. All officers shall be subject to the supervision and direction of the Board.

PRESIDENT: The president shall be elected every three years beginning with 2019. The Association president shall be elected without regard to career family designation.

VICE PRESIDENT: This vice president shall be elected every three years beginning with 2019. The vice president shall be elected without regard to career family designation.

SECRETARY/TREASURER: The secretary/treasurer shall be elected every three years beginning with 2019. The Association secretary/treasurer shall be elected without regard to career family designation.

Section 6.03 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Entire Board.

Section 6.04 Resignations. Any officer may resign at any time by giving thirty (30) days written notice to the Board. Unless otherwise specified in the notice, the resignation shall

take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

Section 6.05 Vacancies. A vacancy in any office arising from such officer's earlier death, resignation, or removal shall be filled for the unexpired portion of the term by the Board.

Section 6.06 President. The president shall preside at all meetings of the Board and Members. The president shall be a member of board. He or she shall have the general powers and duties of supervision and management of the Association which usually pertain to his or her office and shall keep the Board fully informed of the activities of the Association. The president shall perform all such other duties as are properly required of him or her by the Board. He or she has the power to sign and execute alone in the name of the Association all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The president shall represent the Association with other associations, the media, the school district board, and allied educational groups.

The president may vote during Board of Directors meetings only when his or her vote will break a tie.

Section 6.07 Vice President. Each vice president elected by the Board may be designated by such title as the Board may determine, and each such vice president in such order of seniority as may be determined by the Board, shall, in the absence or disability of the president perform the duties and exercise the powers of the president. Each vice president also shall have such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board.

Section 6.08 Secretary/Treasurer.

a) Shall record and keep the minutes of all meetings of the Board and Members in books/files kept for that purpose. He or she shall see that all notices and reports are given and served as required by law or these bylaws. He or she shall sign such instruments as require his or her signature and shall perform all duties as usually pertain to his or her office or as are properly required of him or her by the Board.

b) Shall have the care and custody of all the funds and securities of the Association and shall keep full and accurate accounts of all moneys received and paid by him or her on account of the Association. The secretary/treasurer shall exhibit at all reasonable times the Association's books of account and records to any of the directors of the Association upon request at the office of the Association. He or she shall render a detailed statement to the Board of the condition of the finances of the Association at the annual meeting of the Board and shall perform such other duties as usually pertain to his or her office or as are properly required of him or her by the Board.

Section 6.09 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 6.10 Compensation. Any officer, employee, or agent of the Association is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Association when authorized by a majority of the Entire Board, and only when so authorized and in accordance with Section 10.01 of these bylaws.

a) Approved expenses for any officer, employee, or agent of the Association shall be reimbursed by the Association. An officer, employee, or agent of the Association shall provide documentation, including, but not limited to, receipts and mileage, when requesting a reimbursement.

ARTICLE VII EXECUTION OF INSTRUMENTS

Section 7.01 Contracts and Instruments. The Board, subject to the provisions of Section 10.01 and the Association's Conflict of Interest Policy, may authorize any officer or agent of the Association to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Association. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 7.02 Deposits. The funds of the Association shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 8.01 Indemnification. The Association may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director or officer of the Association, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 8.02 Insurance. The Association shall have the power to purchase and maintain insurance to indemnify the Association for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to Section 8.01 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 8.01 above.

ARTICLE IX GENERAL PROVISIONS

Section 9.01 Fiscal Year. The fiscal year of the Association shall be September 1 to August 31.

Section 9.02 Books and Records. The Association shall keep at the office of the Association correct and complete books and records of the activities and transactions of the Association, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these bylaws, all resolutions of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof.

Section 9.03 Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

Section 9.04 USEA Affiliation. As an affiliate of USEA these bylaws are subject to the bylaws of USEA. Should any conflict arise between these bylaws and USEA's bylaws then USEA's bylaws shall control.

ARTICLE X INTERESTED PARTY TRANSACTIONS

Section 10.01 For purposes of these bylaws, an "**interested party transaction**" is any contract or other transaction between the Association and (a) any present director or any individual who has served as a director in the five years preceding the transaction ("**past director**"), (b) any family member of a present or past director, (c) any corporation, partnership, trust, or other entity in which a present or past director is a director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five (5) years preceding the transaction ("**past officer**"), (e) any family member of a present or past officer, or (f) any corporation, partnership, trust, or other entity in which a present or past officer is a director, officer, or holder of a financial interest.

In any instance where the Association proposes to enter into an interested party transaction it shall follow the procedures and rules set forth in the Association's Conflict of Interest Policy adopted by the Board and as amended from time to time (which is attached hereto and incorporated into these bylaws by reference).

ARTICLE XI AMENDMENTS

Section 11.01 These bylaws may only be altered, amended, or repealed by the affirmative vote of the majority of the Membership present at any meeting of the Members at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Membership for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein. The proposed alteration shall be provided to the secretary/treasurer in writing and shall be included in the notice of Members meeting.

Section 11.02 Procedure.

The Board shall adopt policies for the proposal of amendments that provide that:

Revised: 07/30/2020
Effective: 11/16/1970

a) The Board, or any active member of the Association may propose an amendment to these bylaws by submitting the proposed amendment in writing in accordance with policies adopted by the Board.

b) Each proposed amendment shall be submitted to the Association's president in writing sufficiently in advance of the meeting of the membership at which it is to be voted on to allow review;

c) Each proposed amendment shall be submitted to USEA for review, to include the following:

i. Potential violations of or conflicts with the USEA's Articles of Incorporation, bylaws, Board policies, affiliation standards or applicable law, and for potential consequences adverse to the Association.

d) The result of the review may prevent the submission of the proposed amendment to the membership. USEA will issue a report of its findings to the Local Affiliate Board; and

e) A proposed amendment may be revised in partnership with USEA to bring it into compliance, or it can be withdrawn by the sponsor.

Section 11.03 Submission to Membership.

The president shall submit each proposed amendment and the results of the review of the proposed amendment to each member at least ten (10) days before the meeting at which the amendments are to be voted on.

Section 11.04 Vote and Effective Date.

a) Any proposed amendment shall be approved, and these bylaws or the Association's Articles of Incorporation amended by a majority vote of the members present and voting on the proposed amendment. In the event of a tie vote, the membership will be allotted five (5) minutes to designate one speaker in favor of, and one speaker opposed to, the amendment. Each designee will then be allotted three (3) minutes to speak to the amendment. Following the speeches, a secret ballot election shall be conducted.

b) Any proposed amendment approved by the membership shall become effective on the date of approval, unless the amendment specifies a different effective date.

ARTICLE XII

Section 12.01 Effective Date.

These bylaws shall be effective on the date of their approval by the membership.

Section 12.02 Board Policy.

Any item not controlled by these bylaws can be addressed by a Board policy or guideline so long as these policies or guidelines do not conflict with the bylaws, Articles of Incorporation, USEA affiliation standards, or the provisions of applicable law.

Section 12.03 Conflicts.

In the event of a conflict with these bylaws, Board policy, procedures, or rules, the provisions of applicable law shall control.

Section 12.04 Required Notification.

The Association participates in a unified membership with the Utah School Employees Association. A copy of these bylaws, the Associations Article of Incorporation, and any other legal documents as required are on file with USEA. If these bylaws, Articles of Incorporation, and/or other legally required documents are amended or updated. The Association shall provide USEA with updated copies of these bylaws and any other Board policy, procedures, or rules, that it adopts. USEA retains the right to audit documents for legal compliance, and conformance with the minimum affiliation requirements of the respective entity.

**ARTICLE XIII
NON-DISCRIMINATION**

Section 13.01 In all of its dealings, neither the Association nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

**ARTICLE XIV
REFERENCE TO ARTICLES OF INCORPORATION**

Section 14.01 References in these bylaws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these bylaws. In the event of a conflict between the Articles of Incorporation and these bylaws, the Articles of Incorporation shall govern.

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