

OPEA's Proposed Bylaws Amendments

Proposed Bylaws Amendments

During the month of October, each member will receive a ballot to vote on proposed changes to the OPEA Bylaws. The Board of Directors and 2009 Delegate Assembly both voted unanimously to send bylaws changes that returned the organization to a more grassroots structure and reflected best practices in administrative processes. If passed by a vote of the membership, the changes will be effective January 1, 2010.

Before 2003, OPEA's structure was geographically-based with local chapters comprised of employees from various agencies in the community. Chapters came together in regional councils and elected board members from their membership. Currently, OPEA membership is divided into agency-specific councils which represent employees from across the state in a specific agency or group of smaller agencies. Members in a council elect board members from their agency.

The recommendations encompass three principles:

- Structure – which change the structure of OPEA to geographical districts instead of agency councils.
- Administrative and Operations – including improvements to financial and administrative accountability and the latest best practices in non-profit management.
- Clean-up Language – corrections for clarification and consistency. A complete set of the Bylaws and proposed changes were submitted to the OPEA Law Firm for review, clarity and legality prior to publication.

ARTICLE 1 – GENERAL

Proposed changes to Article I are predominantly clean-up language, with the exception of the clarification of union affiliation in Section 7.

Section 1 - Name

The name of the Association is the Oklahoma Public Employees Association, a non-profit corporation incorporated in the state of Oklahoma. For convenience in these Bylaws, the corporation is sometimes referred to as the "Association."

Section 2 - Purpose

~~The Generally, the Association's purpose shall consist of doing all things and performing all acts permitted a non-profit corporation under Oklahoma law. Primarily, the purpose of the Association is to promote the progress of public service in the State of Oklahoma in every manner consistent with the best interests of the state; to maintain public service in Oklahoma as a highly respected profession; to promote the highest standards of public employee conduct in governmental affairs and to encourage in public employees a high sense of civic responsibility; to unite the public employees in Oklahoma to the end that they may exert an effective influence in the promotion of plans to improve the quality of public employees in all ways compatible with the best interests of the state; and to educate the public of the important and significant roles public employees fulfill in the lives of the communities where they work and live. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(5) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code).~~

Section 3 - Seal

The seal of the Association shall consist of two circles, the inner centered with an outline of the state and "Sept. 22" above the state outline and "1975" below the state outline, with the space between the two inscribed "Oklahoma Public Employees Association," [seal unchanged from prior Bylaws]. The seal of the Association shall be kept in the state office.

Section 4 - State Office

The principal office of the Association shall be located in the City of

Oklahoma City, County of Oklahoma, in the State of Oklahoma and shall be known as the State Office of the Oklahoma Public Employees Association.

Section 5 - Fiscal Year

The fiscal year of the Association shall be the calendar year.

Section 6 – Association Rules of Procedure

Clause 1 - Authority

The Board of Directors, hereinafter referred to as Board, will establish ~~and amend~~ Association Rules of Procedure for further governance covering the day-to-day and routine operations of the Oklahoma Public Employees Association.

Clause 2 - Amendment

~~The Any amendments to the Association Rules of Procedure and amendments thereto shall be adopted by resolution of the Board of Directors.~~

Section 7 - Limitations

Clause 1 - Union Affiliation

This Association shall not become affiliated with, become part of or endorse any labor union. ~~The Association may join in coalition, network, and interact informally with labor unions. Contracts or the exchange of funds between the Association and labor unions are prohibited.~~

Clause 2 - Strike Policy

This Association adopts as its policy that there shall be no strike action taken by members of the Association. This Association shall not endorse a strike by any government employee.

ARTICLE II - STATE ASSOCIATION

The proposed changes in Article II clarify membership categories in Section 1. Section 2 outlines requirements for proxies and establishes an Audit Committee. In addition, Advisory Councils may be used as needed.

Section 1 - Membership Categories

Membership in this Association shall be of ~~four~~ six categories: Active, ~~Retiree, Affiliate, Associate, Corporate,~~ Honorary and Lifetime. ~~The Board shall resolve any issues regarding membership, including eligibility or categorization.~~

Clause 1 - Active Membership

Active membership shall be extended to all employees and officers of the State of Oklahoma or a political subdivision thereof, ~~and all retirees of the above who qualified for membership at the time of their retirement from such a position,~~ who have:

- a) Transmitted a properly completed membership application to the Association;
- b) Arranged for the payment of Active ~~or retiree~~ membership dues to the Association.

Clause 2- Retiree Membership

~~Retiree membership shall be extended to all retirees of the State of Oklahoma or a political subdivision thereof, who have:~~

- a) Transmitted a properly completed membership application to the Association;
- b) Arranged for the payment of Retiree membership dues to the Association.

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Clause 3 2 - Associate Membership

~~Affiliate~~ Associate Membership may be extended to any person or organization who:

- Is not eligible for Active or ~~Retiree~~ membership;
- Is supportive of the goals and objectives of the Association;
- Has transmitted a properly completed membership application to the Association;
- Has arranged for the payment of ~~affiliate~~ Associate membership dues to the Association.

Clause 4 2 - Affiliate Corporate Membership

~~Affiliate~~ Corporate Membership may be extended to any person or organization who:

- Is not eligible for Active or ~~Retiree~~ membership;
- Is supportive of the goals and objectives of the Association;
- Has transmitted a properly completed membership application to the Association;
- Has arranged for the payment of ~~affiliate~~ Corporate membership dues to the Association.

Clause 5 3 - Honorary Membership

The Board ~~of Directors~~ may extend Honorary membership to any person who has made outstanding contributions to the objectives of the Association and is not eligible for Active membership in the Association. Such membership may be bestowed:

- Upon the nomination by any active member, setting forth justifiable merits for such recognition;
- Free from the payment of dues to the Association;
- Subject to termination at the discretion of the Board ~~of Directors~~.

Clause 6-4- Lifetime Membership

The Board ~~of Directors~~ may extend Lifetime membership to any person who has made outstanding contributions to this Association ~~as an Active or Retiree member of the Association~~. Lifetime members shall have the rights and privileges of active members but shall not be required to pay annual dues. Such membership may be bestowed:

- Upon the nomination by any active member, setting forth justifiable merits for such recognition;
- Free from the payment of dues to the Association;
- Subject to termination at the discretion of the Board ~~of Directors~~.

Clause 5 7- Voting

~~The right to vote, conduct business and serve as an officer or on a committee shall be confined to Active, and Lifetime members. Only Active and Lifetime members in good standing shall have the right to vote or serve as an officer or on a committee of the Association. Retiree members in good standing shall have the right to serve as an officer or on a committee of the Association, but shall only have the right to vote for the Director positions designated by the Board to represent the Retiree members as set forth in Article VI, Section 1. Retirees shall also have the right to vote in Association elections for President. Good standing shall mean the member is current with dues, and the membership has not been terminated by the Board or otherwise.~~

Clause 6 8 - Termination of Membership

Membership in the Association shall be terminated for any of the following reasons:

- Death;
- Resignation from the Association;
- Failure to pay dues;
- Actions deemed contrary to the primary principles or purposes of the Association (Article II, Clause 8).

Clause 7 9- Termination Procedures

Prior to termination of membership under Article II, Clause 6 8(d), a "Notice of Intention to Terminate Membership" shall be given by the Board ~~of Directors~~ to such member by certified mail, to the last known address, twenty (20) days prior to the date of termination. The member, upon request ~~by the member~~, shall be given an opportunity to show cause why membership should not be terminated. Such termination will be made effective by a two-thirds vote of the Board ~~of Directors~~ present and voting in a recorded, roll call vote.

Clause 8 10 - Reinstatement of Terminated Membership

A membership terminated under Article II, Clause 6 8(d) may be reinstated by a two-thirds vote of the Board ~~of Directors~~ voting in a recorded, roll call vote after a period of not less than one year from the date of termination. Reinstatement of a terminated membership must be at the request of the terminated member.

Section 2 - Board of Directors

Clause 1 - Authority

~~The Board of Directors shall, in accordance with the provisions of these Bylaws, be the governing body of the Association. The Board, in accordance with the provisions of these Bylaws, shall manage its affairs and control the property, business, and affairs of the Association, and shall be the reviewing authority with respect to all matters which, in its judgment should be reviewed, or which may arise at any level within the Association which, in its judgment, should be reviewed. All actions of the Board of Directors shall be subject to action of the membership at a Regular or Special meeting. In day to day and routine operations, the Board of Directors shall be the final authority.~~

Clause 2 - Membership

~~The Board shall consist of the President; and Council the Directors shall constitute the Board of Directors of the Association. The President Emeritus and the Executive Director shall serve as ex-officio members of the Board of Directors without voting privileges. The Directors are the Regional Directors as determined under Article VI. In all matters considered by the Board of Directors, each member shall have one vote. In the event that a Council Director is unable to attend a board meeting, their designated Proxy may attend and a proxy may be designated in writing. The designated representative shall be granted full voting privileges. The proxy for a Director shall be a Council officer of the Region the Director represents.~~

Clause 3 – Ex-Officio

~~The President Emeritus and the Executive Director shall serve as ex-officio members of the Board without voting privileges.~~

Section 3 - Meetings

Clause 1 - Regular Meetings

~~The Board of Directors shall hold at least four regular meetings each year at such time and place as the President may determine. The dates of these meetings shall be annually published to the membership.~~

Clause 2 - Special Meetings

~~Special meetings of the Board of Directors may be called by the President upon three days' notice to all members of the Board of Directors. The meeting notice may be waived by a two-thirds majority vote of support of the Board present. Special meetings may also be called at any time upon the written or electronic~~

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request of a majority of the Board of Directors. The notice for a special meeting must state the specific purpose of the meeting.

Clause 3 - Quorum

A majority of the Board ~~of Directors~~ present in person or by proxy, shall constitute a quorum. If a quorum is not represented at any meeting, such meeting may be adjourned for a period not to exceed sixty (60) days at any one adjournment.

Clause 4 - Telecommunication Meetings

The Board ~~of Directors~~ or any committee or subcommittee thereof may meet by telecommunication after approval by the President. Actions taken at any such meeting shall be recorded in writing. The record of such actions must be adopted at the next Board Meeting and filed as the official minutes of such meeting.

Clause 5 – Action by Unanimous Written Consent

Where permitted by law, any action required to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof and the writing or writings so consented shall be filed by the Secretary with the minutes of the Board.

Section 4 - Committees of the Board - Definitions

Clause 1 - General

The committees of the Board ~~of Directors~~ shall consist of an Audit Committee, Election Board, ~~Platform and~~ Resolution Committee, and designated standing committees. Each ~~Council~~ Director shall make one appointment to each committee for one-year terms unless otherwise noted in the Bylaws. In addition, the President may, from time to time, with the advice of the Board of Directors, create Special Committees, Ad Hoc Committees and Task Forces for the purpose of handling special assignments.

Clause 2 - ~~Platform and Resolutions~~ Committee

The ~~Platform and~~ Resolutions Committee shall receive proposed resolutions and Bylaws amendments; from the Regional Councils determine their relevance to the Association's mission, make recommendations and transmit them to the Delegate Assembly. ~~The Platform and Resolutions Committee shall be responsible for receiving, considering and initiating legislative action and recommendations on matters affecting the welfare of state employees and shall submit the same to the Delegate Assembly.~~

The ~~Platform and~~ Resolutions Committee shall present to the Delegate Assembly the Delegate Assembly Rules of Procedure and other documents necessary for it to deliberate. The ~~Platform and~~ Resolutions Committee shall deliver a report of its activities to the Delegate Assembly.

Clause 3 - Election Board

The Election Board shall consist of a member selected by each ~~Council~~ Director and one member appointed by the President of the Association. The Election Board shall elect its own Chair and propose rules for ~~Council~~ Regional and statewide elections and referenda pursuant to the By-Laws and Assembly Rules of Procedure and subject to approval by the Board of Directors of the Association.

Clause 4 – Audit Committee

The Audit Committee shall consist of the Executive Committee.

The Audit Committee shall oversee the annual financial audit of the Association pursuant to the Association Rules of Procedure.

Section 3 – Advisory Councils

Advisory Councils may be formed by the Board members, on an ad hoc basis in order to identify issues and make recommendations to the Board.

ARTICLE III – OFFICERS

Proposed changes in Section 2 establish the Executive Committee as reflected in best practices of association management. Section 4 limits the President to four years consecutively. The remainder of the changes is for clarification.

Section 1 - General

The ~~active~~ officers of the Association shall be the President, Vice-Chair, Secretary and Treasurer. All officers of this Association shall have been Active or Retiree members in good standing for the immediate preceding year. Officers shall be eligible and elected in accordance with the approved Election Board rules and these Bylaws.

Section 2 – Executive Committee

The Executive Committee is comprised of the President, Vice-President, Secretary and Treasurer.

Section 2 3 - Term of Office

The Vice-Chair, Secretary and Treasurer of the Association shall serve for one year ~~and~~. Each officer shall hold office until their successors his or her death, resignation, removal, or disqualification, or until his or her successor shall have been elected and qualified. ~~Their~~ The term of any office shall commence on the first day of January.

Section 3 4 - President/Chairman of the Board

The President of the Association shall serve a two-year elected term and may succeed him/herself for only one additional term. The President shall hold office until his or her death, resignation, removal or disqualification or until his or her successor shall have been elected and qualified. The term of office shall commence on the first day of January. ~~In the event that no successor has been qualified and elected prior to the end of a regular term, the incumbent shall continue to perform the duties of office until a successor is elected.~~ The President shall preside at all meetings of the Board and the Delegate Assembly, decide all questions of order and of procedure, submit for consideration all regularly made motions and shall observe and require compliance with the Articles, Bylaws, and Association Rules of Procedure, and Delegate Assembly Rules of Procedures, of this Association. Individuals who have been a member of a competing organization in the past four years are prohibited from being serving as President/Chairman of the Board.

Section 4 5 - Vice-Chair of the Board

The Board ~~of Directors~~ shall elect the Vice-Chair of the Board from its membership. The Vice-Chair shall be responsible for fulfilling the duties of the President/Chair of the Board when same is unable to attend to the duties of that office due to absence from the Board meetings and shall also undertake and perform such other duties and functions as may be prescribed by the Board.

Section 5 6 - President Emeritus

Upon completion of a term of office as President, the immediate Past President shall assume the office of President Emeritus. The specific duties of the office shall be determined by the Board ~~of Directors~~ to best meet the needs of the Association.

Section 6 7 - Secretary

The Board ~~of Directors~~ shall elect the Secretary from its membership. The Secretary shall be responsible for the minutes of all Board meetings of the Association and maintenance of the official Association records, in coordina-

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tion with the staff of the Association ~~and shall also undertake and perform such other duties and functions as may be prescribed by the Board. The Secretary shall be the custodian of the Association's corporate records.~~

Section 7 ~~8~~ - Treasurer

The Board ~~of Directors~~ shall elect the Treasurer from its membership. The Treasurer shall be responsible for monitoring the financial records of the Association ~~and shall also undertake and perform such other duties and functions as may be prescribed by the Board.~~

Section 8 ~~9~~ - Vacancies

A vacancy in the office of President shall be filled temporarily by the Vice-Chair until ~~such time as the Board may call a special election can be called.~~ The Board ~~of Directors~~ shall elect individuals to fill vacancies of in the offices of Vice-Chair, Secretary or Treasurer from its membership.

ARTICLE IV – BUSINESS

Article IV changes are for clarification.

Section 1 - Finances

Clause 1 - Dues

Each Active, Retiree, Associate and Corporate member shall pay dues to the Association pursuant to the Association Rules of Procedures. ~~appropriate dues.~~ The Board ~~of Directors~~ shall determine the amount of such dues for Associate and Corporate members. ~~ships and the procedure for collection of such dues.~~ Any change in dues increase for Active or Retiree members shall be approved by a majority of the affected membership voting via a mail ballot. The procedure for dissemination and collection of ballots shall be determined by the Election Board.

Clause 2 - Audits

An annual, independent audit of the Association's financial records shall be conducted for each fiscal year. A special audit may be called by a majority vote of the Board ~~of Directors~~. All audit services shall be provided by a Certified Public Accountant selected by the Board ~~of Directors~~ upon recommendation by the Audit Committee. Results of the audit shall be reported directly to the Board ~~of Directors~~ and shall be on file at the state office. ~~Copies of~~ The audit will be made available to the membership for review at the State Office. ~~at an appropriate duplication cost.~~

Section 2 - Contracts

Contracts, leases, mortgages, conveyances or assignments of real property or bills of sale shall be transacted only with the authorization of the Board ~~of Directors~~ and only within the scope of any limitations set by the Board. Such instruments shall be valid when signed by the President, ~~sealed with the seal of the Association, when required, and attested to by the Secretary of the Association,~~ unless otherwise provided for within these Bylaws or by the Board.

Section 23 - Dissolution

In the event of the dissolution or final liquidation, the Board ~~of Directors~~ shall cause the assets of the Association to be deposited and credited to the Oklahoma Public Employees Retirement System or its successor.

ARTICLE V - EXECUTIVE DIRECTOR

Proposed changes in Article V are for clarification and to reflect best-practices in association management.

Section 1 - Employment

The Board ~~of Directors~~ shall employ and contract with an Executive Director who shall serve at the pleasure of the Board. The Board ~~of Directors~~ shall determine the compensation of, provide bonding for and

determine policies related to the employment of the Executive Director. The President of the Association shall serve as the signatory agent for the employment contract of the Executive Director.

Section 2 - Administrative Responsibilities

The Executive Director shall serve as the ~~principle~~ principal administrative officer of the Association ~~under at~~ the direction of the President and the Board ~~of Directors~~. The Executive Director shall be responsible for executing the ~~Association's Articles of Incorporation,~~ Bylaws of the Association, Association Rules of Procedure and policies, procedures and directives of the Board ~~of Directors~~.

Section 3 - Liaison Responsibilities

The Executive Director shall serve as the liaison and spokesperson for the Association to the Governor, Legislature, state boards, state commissions, state agencies, coalitions, organizations with which the Association is affiliated, and the media. The Executive Director shall maintain communication ~~to and from~~ with the Board, and elected and appointed officials of the Association. ~~The Executive Director may appoint a designee at his or her discretion.~~

Section 4 - Fiscal Responsibilities

The Executive Director shall be responsible for transacting financial matters and administration of all affairs of the Association within the guidelines specified and approved by the Board ~~of Directors~~.

Section ~~5-4~~ Signatory Agent

The Executive Director ~~shall~~ may act as signatory agent of the Association in the execution of contracts, leases, causes of action in courts of law and any other arrangements which obligate the Association within the guidelines specified and approved by the Board ~~of Directors~~ and when not in conflict with these Bylaws.

Section ~~6-5~~ Personnel Responsibilities

The Executive Director ~~shall may,~~ with the approval of the Board ~~of Directors,~~ retain employ and supervise professional, technical and clerical staff as necessary to ~~carry out the programs~~ fulfill the purpose of the Association. Employees of the Association shall be bonded, with the cost of such bond borne by the Association. The Executive Director shall be responsible for conducting and maintaining confidential annual employee evaluations and records. ~~The Executive Director shall ensure that all employees of the Association have a fair, written, uniform grievance policy as overseen by the Board of Directors.~~ Employees of the Association ~~may be removed for cause by~~ serve at the will of the Executive Director, providing employees may appeal to the Board ~~of Directors~~, whose decision shall be final. The Executive Director shall enforce all applicable state and federal employment law.

Section ~~7-6~~ Other Responsibilities

The Executive Director shall perform other duties as directed by the Board ~~of Directors~~, as long as those duties are in accordance with these Bylaws and Association Rules of Procedure.

ARTICLE VI - REGIONAL ORGANIZATION

The proposed changes in Articles VI and VII change the structure of OPEA from agency councils to geographical regions. The OPEA Board would be elected from regions which include members from all agencies and would return OPEA to its pre-2003 structure.

Section 1 - General

The Board shall determine the number and geographical boundaries for each Region so as to ensure fair, equitable and reasonable representation. Retirees shall be entitled to at least one at-large statewide seat to be elected only by the Retiree members.

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Section 2 - Regional Directors

Each Region shall be entitled to elect at least one Director, who shall serve a two year term on the Board. The term of office shall commence on the first day of January. Elections for odd-numbered Regions shall be held in odd-numbered years and elections for even-numbered Regions shall be held in even-numbered years. Any Active member within a Region, who has been a member in good standing for at least one year, shall be considered eligible to serve as a Regional Director. Further, Retiree members shall be entitled to vote for the Retiree Director(s) and are not eligible to participate in the election of Regional Director. Individuals who have been a member of a competing organization in the past two years are prohibited from being serving as a Director.

Section 3 - Duties

Each Regional Director shall serve on the Board, represent the Region to the Association, communicate with Regional and Chapter officers, authorize expenditure of Region funds as specified in the Association Rules of Procedure, coordinate the activities of the Region, and provide information to the members of the Association.

Section 4 - Vacancy

In the event a duly elected Regional Director is unable to take or complete the term of office due to his or her death, resignation, retirement, removal, disqualification or otherwise, the Regional Council shall elect a successor to serve the remainder of such.

Section 5 - Removal of Regional Director

Upon the written recall petition of twenty-five percent (25%) of a Region's Active members who are in good standing, the President shall cause the Election Board to conduct an election for the purpose of determining whether the Regional Director for that region shall be removed from office. Such election shall be held no later than ninety (90) days from the filing of the recall petition with the President. If a majority of votes cast determine the removal the Regional Director, said Director shall forfeit office immediately.

Section 6 - Regional Council

Each Region shall establish a Regional Council comprised of elected officers of each Chapter within the Region. The Regional Council shall serve as an advisory group to the Regional Director and coordinate such Regional activities as may be appropriate.

Section 7 - Region Bylaws

Each Regional Council shall establish Region Bylaws for the Region. The Region Bylaws and all amendments shall be consistent with the Bylaws of the Association and subject to the approval of the Board.

Section 8 - Regional Council Officers

Election of Regional Council officers shall be determined in accordance with the Region Bylaws from among the elected chapter officers.

ARTICLE VII - CHAPTER ORGANIZATION

The proposed changes in Articles VI and VII change the structure of OPEA from agency councils to geographical regions. The OPEA Board would be elected from regions which include members from all agencies and would return OPEA to its pre-2003 structure.

Section 1 - General

The local organizational unit of the Association shall be called a Chapter. A Chapter may be formed upon the request of ten (10) or more Active or Retiree members within a geographic area or work unit and with the approval of the Board. A Chapter is a local, non-corporate, affiliated group of Association members.

Section 2 - Chapter Rules of Procedure

Each Chapter shall establish Rules of Procedure for the Chapter. The

Chapter Rules of Procedure and all amendments thereto shall be consistent with the Bylaws of the Association and subject to the approval of the Board.

Section 3 - Dissolution of a Chapter

A Chapter may be dissolved for any of the following reasons:

- a) Consolidation of two or more Chapters;
- b) The Chapter has been determined to be inactive;
- c) The Chapter has, as determined by the Board, engaged in activities in conflict to the detriment of the Association to the detriment of the Association.

Dissolution of a Chapter under (c) of this section shall be referred to the Board by the Regional Council. Dissolution of a chapter under (b) and (c) of this section shall be upon a two-thirds vote of the Board present and voting in a recorded, roll call vote in the second subsequent regular scheduled Board meeting. All funds held by a dissolved Chapter shall revert to the Association.

Section 4 - Chapter Membership

All active and retiree members of this Association shall have membership in that Chapter which represents the individual's geographic area or work unit, providing a member may apply for membership in the Chapter of his or her choice with the approval of the governing authority of the receiving Chapter.

Section 5 - Chapter Fiscal Affairs

Chapters are authorized to maintain their own financial accounts, subject to the Association's Rules of Procedure and Region Bylaws.

ARTICLE VI - COUNCIL ORGANIZATION

Section 1 - General

The Board of Directors will provide for the appropriate council representation of OPEA members. Agency worksite representatives shall be the voting members of each council, with the exception of the Retiree's Council, which shall be appointed by the Board of Directors from retired members of the Association.

Section 2 - Council Directors

Each Council shall be entitled to elect at least one Director, who shall serve a two-year term on the Board of Directors of the Association. The exception shall be the Retiree's Council Director, who shall be elected by a statewide vote of retired members of the Association. The term of office shall commence on the first day of January. In the event that no successor has been qualified and elected prior to the end of a regular term, the incumbent shall continue to perform the duties of the office until a successor is elected. At least half of the Board shall be elected in even numbered years and the remainder in odd numbered years as set by the Board of Directors. Any active member of a Council who has been a member in good standing for at least one year shall be considered eligible to serve as a Council Director. Individuals who have been a member of a competing organization in the past two years are prohibited from being members of the OPEA Board of Directors.

Section 3 - Duties

The duties of the Council Director shall be to represent the council to the Association, communicate with Council and Worksite Representatives, authorize expenditure of Council funds as specified in the Rules of Procedure, coordinate the activities of the Council and provide information to the members of the Association.

Section 4 - Vacancy

In the event a duly elected Council Director is unable to complete the term of office, the Council shall elect a successor to serve the remainder of the term of office to which the previous incumbent was originally elected. If a duly elected Council Director is unable to take office, an Interim Director

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shall be selected by the Council to serve for a period not to exceed ninety (90) days, during which time a new election will be held.

Section 5 – Removal of Council Director

~~Upon the written recall petition of twenty five percent (25%) of a Council's Active members, the President shall cause the Election Board to conduct an election for the purpose of determining whether the Council Director for that region shall be removed from office. Such election shall be held no later than ninety (90) days from the filing of the recall petition with the President. If a majority votes to remove the Council Director, said Director shall forfeit his/her office immediately.~~

Section 6 – Council

~~Each Council shall elect a chair, vice chair and communication coordinators from within the Council. The Council shall serve as an advisory group to the Council Director and coordinate such Council activities as may be appropriate. The Council may call a special meeting on its own motion, or will, upon the written application of a majority of its own members, call a meeting at such time and place as the Council may determine. Notice of the meeting shall be made to the Council members at least ten (10) days prior to the meeting date.~~

ARTICLE VII – LOCAL ORGANIZATION

Section 1 – Worksite Representatives

~~The Association shall develop a network of on-site contact persons called Worksite Representatives. The Rules and Procedures adopted by the Board of Directors will outline the procedures for the selection and appointment of individuals.~~

Clause 1 – Duties and Responsibilities

~~Serve as the contact persons for co-workers seeking information about their benefits or membership in OPEA.
Post and communicate OPEA information.
Assist in identifying problems or issues that OPEA should address.
Promote involvement in OPEA programs and legislative activities.
Represent work location at agency council meetings.~~

Clause 2 – Worksite Representative's Removal

~~The Association can remove worksite Representatives when duties and responsibilities are not being fulfilled.~~

ARTICLE VIII - ASSOCIATION MEETINGS

The proposed changes in Article VIII are for clarification.

Section 1 - Delegate Assembly/Business Meeting

~~The business meeting of t~~ The Association shall be hold an annual Delegate Assembly, at such place and time as the Board ~~of Directors~~ may determine. The Board ~~of Directors~~, in determining and securing the facilities and accommodations for the business meetings, shall ensure that the facilities and accommodations meet the requirements of the Americans with Disabilities Act or its successor. The primary purpose of the Delegate Assembly is to discuss and vote upon resolutions and amendments to the Association's Legislative Agenda and to conduct other business.

~~Delegates to the Annual Meeting shall be selected in accordance with established Association policy.~~

Section 2 - Special Meetings

The Board ~~of Directors~~ shall call a Special Delegate Assembly on its own motion or on the written application of a majority of the members at such time and place as the Board ~~of Directors~~ may determine.

Section 3 - Notice of Meetings

At least thirty (30) days prior to each regular Delegate Assembly ~~and at least fifteen (15) days prior to each Special Delegate Assembly~~, the Board ~~of Directors~~ shall be responsible for notification of each member of the Association of the time, place and purpose of such meeting by notice in the Association's publication or by direct mail.

Section 4 – Delegate Assembly Voting

~~In any Delegate Assembly, voting procedures shall be established by the Board of Directors.~~

Section 5 4- Assembly Rules and Voting Procedures

The Board ~~of Directors~~ shall determine the rules and voting procedures for any Delegate Assembly. The Chair of the Delegate Assembly shall determine the Orders of the Day. Proxy votes shall not be allowed at any meeting of the Delegate Assembly.

ARTICLE IX – AMENDMENTS

The proposed changes in Article IX are for clarification.

Section 1 - Method

These Bylaws may be amended by a two-thirds affirmative vote of the ~~active and retiree members voting by mail or the delegates-eligible members voting by mail or present~~ at any Delegate Assembly held every ~~fifth~~ third year beginning in ~~2000~~ 2010, ~~or at any Special Delegate Assembly called or designated by the Board of Directors in any year.~~ Upon the written request of a majority of Regions, or upon a two-thirds vote of the Board, the Board of Directors shall designate for the next annual business meeting or call a Special Bylaws Delegate Assembly, to consider amendments to these Bylaws upon the written request of a majority of Councils Regions, or upon a two-thirds vote of the Board.

Section 2 - Announcement of Proposed Amendments

~~All~~ Prior to the mailing of the ballots or the date of the Delegate Assembly, all proposed amendments and a statement of the amendment's purpose and impact will to the Bylaws shall be published in an official publication of the Association, to be received prior to the Delegate Assembly vote to consider amendments to called for the purpose of amending the Bylaws. The statement may only cover the subject matter of the proposed amendment.

ARTICLE X - IMPLEMENTATION

~~These Bylaws shall take full effect on January 1, 2003, provided they are ratified by two-thirds of the delegates present and voting at the 2002 Delegate Assembly. These Bylaws shall take full effect on January 1, 2010, provided they are ratified by two-thirds of members voting in the special election held in 2009.~~

ARTICLE XI - INTERPRETATION

The proposed changes in Article XI are for clarification.

All questions concerning the interpretation or application of the OPEA Bylaws shall be submitted to the Association's retained law firm for an opinion. If the Association has no retained law firm, the Executive Director shall submit the question to an attorney qualified to render an opinion. The Executive Director shall make requests for an opinion. A copy of any opinion shall be delivered to the OPEA Board at the next regularly scheduled Board meeting, President and Executive Director.

ARTICLE XII - SEVERABILITY

If any portion of these Bylaws are determined to be invalid, unenforceable, illegal or against public policy by an Oklahoma court of competent jurisdiction, then the remaining portion(s) thereof shall not be affected thereby.