



CONSTITUTION AND BY-LAWS

**MAINE STATE EMPLOYEES ASSOCIATION
SEIU LOCAL 1989**

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As amended 10/09

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**MAINE STATE EMPLOYEES ASSOCIATION
SEIU LOCAL 1989**

65 State Street
Augusta, Maine 04330

**CONSTITUTION OF THE
MAINE STATE EMPLOYEES ASSOCIATION/SEIU LOCAL 1989**

October, 2009

ARTICLE I - NAME

The corporate name of the organization as filed with the Corporate Division of the Secretary of State is "Maine State Employees Association", hereinafter referred to as "the Association" or "MSEA".

ARTICLE 11 - LOCATION OF HEADQUARTERS OFFICE

The main offices of the Association shall be located in Kennebec County, Maine. Other offices may be located in Maine as the needs of the Association dictate.

ARTICLE III - PURPOSES

The purposes of the Association shall be as follows:

- a. to negotiate the advancement of career employment, privileges and benefits, to the betterment of all ~~employees of the State or its political subdivisions:~~ members represented by MSEA/SEIU Local 1989.
- b. To provide a medium through which all ~~employees of the State of Maine or its political subdivisions~~ members represented by MSEA/SEIU Local 1989 may express their views on ~~legislation~~ issues affecting their employment, tenure, compensation and retirement provisions.
- c. To effect ~~a cooperative effort of employees of the State or its political subdivisions with all branches of government;~~ on general matters relative to employment; for the mutual benefit of ~~the State of Maine, its political subdivisions, and employees:~~ all members represented by MSEA/SEIU Local 1989.
- d. to promote good will and fellowship among ~~all the employees of the State~~

of Maine and its political subdivisions. members represented by MSEA/SEIU Local 1989.

- e. to aid and promote the union philosophy in all workplaces.

ARTICLE IV - NATURE

Section 1. This organization shall be non-partisan.

Section 2. This organization may become affiliated with or disaffiliated from another group, society, or organization with similar goals by a majority vote of the membership through a procedure established by a majority vote of the delegates at an Annual Meeting of the MSEA Council, or a special meeting of the MSEA Council called for that purpose.

ARTICLE V - MEMBERSHIP

All employees or retired employees of the State of Maine and its political subdivisions and/or other groups/individuals are eligible for membership as provided for in the By-Laws.

ARTICLE VI - ADMINISTRATION

The affairs of the Association shall be managed by the Board of Directors who shall be elected by the membership as provided in the By-Laws.

ARTICLE VII - AREA AND CHAPTERS/LOCALS

In order to provide equal opportunity for all members to participate in the affairs of the Association, the State shall be divided into designated areas and chapters/locals and/or bargaining committees as provided for in the By-Laws.

ARTICLE VIII - AMENDMENT OF THE CONSTITUTION

Section 1. The Constitution may be amended by resolution submitted by a chapter/local, a committee, as defined in Section 10 of the By-Laws, area caucus, fifteen (15) members whose signatures shall be attached to the original resolution, or the Board of Directors. The resolution(s) shall be presented to the delegates at the Annual Meeting of the Council. Approval by a two-thirds (2/3) vote of the

delegates present and voting shall be necessary to effect a constitutional change. Amendments to propose constitutional changes shall require a two thirds (2/3) vote of the delegates present and voting for approval. Constitutional changes that are to be considered by the delegates at the Annual Meeting of the Council shall be submitted to the Association office in Augusta at least ninety (90) days prior to the Annual Meeting of the Council. The Executive Director shall have the proposed change(s) printed in the *Maine Stater* at least thirty (30) days prior to the Annual Meeting of the Council and distribute copies of the proposed change(s) to all delegates.

Section 2. Constitutional changes shall become effective at the close of the Annual Meeting of the Council.

MAINE STATE EMPLOYEES ASSOCIATION

SEIU LOCAL 1989

65 State Street

Augusta, Maine 04330

BY-LAWS OF THE

MAINE STATE EMPLOYEES ASSOCIATION/SEIU LOCAL 1989

October, 2009

SECTION I: DEFINITIONS

The following are the definitions of terms used in these By-Laws:

1.01 MSEA - Means the Maine State Employees Association.

1.02 BOARD - Means the MSEA Board of Directors.

1.03 HEADQUARTERS OFFICE - Means the principal office of the MSEA in Augusta.

1.04 EXECUTIVE DIRECTOR - Means the Executive Director of the MSEA.

1.05 PRESIDENT - Means the President of MSEA.

1.06 OFFICERS - The Association officers shall be defined as President, Vice-President, Secretary, and Treasurer.

1.07 AREA CAUCUS - Means the group consisting of the president of each chapter/local from the Area, delegates (or alternates) of each chapter/local from the Area, and the Area Directors.

1.08 BARGAINING COMMITTEE - Means the members of MSEA who are selected, as directed by the Board, to be a steering committee for the bargaining teams, and liaison between the teams and membership.

1.09 DELEGATE/COUNCILOR - Means the representatives elected by the chapter's/local's membership to represent the chapter/local at all Council Meetings and Area Caucuses.

1.10 COUNCIL - Means the MSEA's legislative body.

1.11 EXECUTIVE COMMITTEE - Means the elected officers of the Association

(the President, Vice President) one (1) Director from each Area elected by the Area Caucus, the Retiree Director who would be up for election during that year, and the Executive Director as an ex-officio non-voting member.

1.12 CHAPTER/LOCAL - Means the local functioning unit of the MSEA as defined in **Section 4** of these By-Laws.

SECTION 2: MEMBERSHIP

2.1 ACTIVE MEMBERS: Are those dues paying members, or permanent seasonal employees on seasonal layoff status who pay dues while on seasonal layoff at the same rate as retiree members, who are actively employed ~~by the State of Maine, University of Maine, Maine Maritime Academy, The Maine Turnpike Authority or any other political subdivisions~~ in bargaining units that have chosen to be represented by MSEA/SEIU Local 1989 for purposes of collective bargaining except as described in Section 2.2.

2.11 Active members may also include dues paying private sector employees, and persons who work in non-traditional employment relationships (such as child care providers and personal care attendants), performing the same or similar jobs to those performed by active members as described in Section 2.1.

2.12 Dues for all members, except those covered by 2.13 who are part-time employees regularly scheduled to work more than 16 and up to 32 hours per week shall be set at 60% of regular dues. Dues for those members regularly scheduled to work 16 hours per week or less shall be set at 30% of regular dues.

2.13 Active members may also include employees in newly organized bargaining units pending ratification of their first contract, provided they pay an amount equal to retiree dues.

2.2 ASSOCIATE MEMBERS: Are those dues paying members who are actively employed or formerly employed as described in ~~the previous section~~ Section 2.1 through 2.13 and who are excluded from coverage under the State Employees, Court Employees, Municipal Employees, ~~or University Employees,~~ or any other Labor Relations Acts.

- a. They shall not have voting privileges
- b. They shall not belong to a chapter/local
- c. They shall not hold office in the Association

2.3 RETIREE MEMBERS: Are those dues paying members and dues-paying surviving spouse or significant other of retirees who are retired from employment as described in Section 2, subsection 2.1 and 2.11. Those retiree members and surviving spouse or significant other of a retiree member who have attained the age of 85 years will have their dues suspended for life.

2.31 They shall belong to a retiree chapter.

2.32 They are eligible to serve as Retiree Director, Retiree chapter/local officer, Retiree Council member, statewide committee member and Area Caucus member, except for the purpose of electing an active member director.

2.33 ASSOCIATE RETIREE MEMBERS: Are those non-dues paying individuals who are either spouse, mate, companion or other person in a relationship with a dues paying retiree. These associate retiree members have no voting privileges, can not hold office in the chapter or the Association but have the privilege of participation in all activities.

2.4 MEMBERSHIP YEAR: Shall run from January 1 to December 31.

2.5. DENIAL OF MEMBERSHIP: Anyone whose actions are or have been detrimental to the MSEA or to the welfare of public employees may have their application for membership denied by the President of MSEA. Written notice to the affected applicant stating the reason(s) for the denial shall be provided.

2.51 APPEAL OF DENIAL: A denial of membership may be appealed to the Board. The applicant shall be given at least ten (10) days notice of the regular or special Board meeting at which the appeal will be heard. The applicant shall have the right to be heard in his/her defense. A two-thirds (2/3) vote of those members of the Board that are present and voting is necessary to sustain the denial. The decision of the Board shall be final.

2.6 REVOCATION OF MEMBERSHIP: Any member whose actions are or have been ~~determined to be~~ detrimental to the MSEA or the welfare of ~~public employees~~ those represented by MSEA may have their membership terminated by the President. No member, except in the case of non-payment of dues, shall have her/his membership revoked until the Board has heard the appeal, if filed, and has voted to sustain the revocation.

2.61 APPEAL OF REVOCATION: The President shall notify the affected member in writing as to the reason(s) for revocation. The affected member shall have ten (10) days from the receipt of the President's notice to file an appeal with the Board. The affected member shall be given at least ten (10) days notice as to the time and place that such hearing will take place.

- a. A two-thirds (2/3) vote of those members of the Board that are present and voting shall be necessary to sustain the revocation; the decision of the Board shall be final.
- b. No member who has been notified of termination proceedings shall exercise any authority in the roles of Union officer, steward, or committee member; or on behalf of other members, or as a local/chapter officer.

2.7 MSEA DUES: The amount of dues shall be established by the vote of the delegates at the Annual Meeting of the Council/ Convention. Dues shall be payable, whether annually or monthly, in advance or through payroll deduction. All chapters/locals shall be notified at least thirty (30) days prior to any vote on a proposed dues change. MSEA retiree monthly membership dues shall be increased by the same percentage as the annual adjustment received by retirees, as determined by the ~~Maine State Retirement System~~ Public Employees Retirement System, rounded up to the nearest 5¢ per month. In addition, retiree dues may be increased to meet per capita affiliation costs paid to SEIU and the ~~Maine AFL-CIO~~, /or other affiliated groups, in part or in whole. The annual Retiree increase for SEIU and the ~~Maine AFL-CIO~~ /or other affiliated groups per capita affiliation costs shall not exceed twenty (20) cents per month.

2.71 Any member who has been on payroll deduction and who acquires inactive status must, within thirty (30) days from his/her last payroll collection, make provision for payment of his/her dues to retain any benefits accruing from such membership.

2.8 CHARTER MEMBERS: Those who became members on or before June 1, 1943, the year MSEA was formed.

SECTION 3: ELECTIONS

3.1 All elections conducted by MSEA-SEIU Local 1989, its chapters and other subordinate bodies, shall be conducted in a manner that is consistent with the Labor Management Reporting and Disclosure Act. Chapters and other bodies conducting elections retain the right to establish their own election policies and procedures, to the extent those policies and procedures are consistent with law and with the MSEA-SEIU Local 1989 Constitution and By-Laws, and with policies and procedures adopted by the Elections Review Committee and approved by the Board of Directors of MSEA-SEIU Local 1989. Specifically, every election must be conducted in a manner that ensures that:

- a. every member in good standing of the union has the right to nominate candidates for office, and is given timely and adequate notice of that right

- and the procedures required for such a nomination;
- b. that every member in good standing of the union has the right to stand to election to office, subject to reasonable and lawful restrictions, and to campaign for such office;
 - c. that all members in good standing have the right to vote, by secret ballot, for the candidate of their choosing, in an election procedure that is fair and legitimate;
 - d. that members shall have the right to challenge elections or appeal the conduct of elections through regular procedures, and in the absence of such procedures, to the Elections Review Committee.

SECTION 4: CHAPTERS/LOCALS

4.1 MEMBERSHIP: All active and retiree members shall be members of a chapter/local.

4.11 Chapter/locals may be formed in various localities of the state where they may be of the greatest practical service and accessibility to MSEA members. They shall have no less than twenty-five (25) members. They shall have the power to make by-laws, provided that such by-laws are not in conflict with the MSEA By-Laws. To that end all new by-laws and changes in present by-laws shall be submitted to the Board of Directors for their approval.

4.2 CHAPTER/LOCAL CHARTER: Chapters and locals shall be chartered by the Board of Directors and will be recognized upon the issuance of a charter signed by the President and Vice-President. The Board of Directors may waive the 25 minimum member requirement to form a local for all newly-organized bargaining units when it determines that such action is in the best interests of the organization. Any such waiver may be granted for a period of up to one year. If the local is unable to meet the minimum membership by that time, its status shall be determined by the next scheduled council meeting.

4.3 REVOCATION OF CHARTER: The Board shall have the power to revoke the charter of a chapter/local. When a charter is revoked the financial records and the assets of that chapter/local become the property of MSEA. The Board by a vote of two-thirds (2/3) of those members of the Board that are present and voting may revoke a charter. Revocation of the charter can be done if the Board has reason to believe that:

- a. The chapter/local has less than the required number of members after having been given three (3) months to bring their membership up.
- b. that a chapter/local is not functioning properly.

4.4 ELIGIBILITY FOR ELECTIVE OFFICE: Candidates must be members in good standing to be eligible for election and remain so during their term of office. No member of a competing organization as defined by the Board shall be eligible for election to any chapter/local office.

4.5 TERM OF OFFICE: All chapter/local officer, delegates and alternates shall take office January 1 and serve a 1-year term.

4.6 ELECTIONS: Elections for chapter/local officers, delegates and alternates shall be held between September 1 and December 1 of each year except for newly chartered chapter/locals. The official results of these elections shall be submitted to Headquarters by December 15 of each year. Chapters/Locals that fail to submit the results to Headquarters by December 15 shall not be eligible to vote the following year at any Area Caucus, Presidents/Vice Presidents meetings, or Annual Meeting/Convention until the official results of the Annual Chapter Meeting are received by Headquarters.

4.7 REMOVAL OF CHAPTER/LOCAL OFFICERS: The President may remove any chapter/local officer whose actions are detrimental to the MSEA or the welfare of public employees. Written notice to the affected officer stating the reason(s) for the removal from office shall be provided by the President forty-eight (48) hours prior to such action. The officer being removed shall be entitled to a hearing before the Board of Directors. The officer shall be provided with at least ten (10) days notice of the date, time and place of the hearing. The officer shall have the right to be heard in his/her defense. A two-thirds (2/3) vote of those members of the Board that are present and voting shall be required to sustain the removal from office. The decision of the Board shall be final.

4.8 ACTIVE CHAPTER/LOCAL ALLOTMENT: Five percent (5%) of the dues collected that are not directed to dedicated budget account, during the fiscal year from each active member shall be allocated for chapter allotment expenses. The annual delegate registration fee shall be expensed and the remainder will be returned to each member's chapter/local in a manner to be determined by the Board of Directors.

4.9 RETIREE CHAPTER ALLOTMENT: Twenty percent (20%) of the dues collected that are not directed to dedicated budget accounts, from each retiree during the fiscal year shall be allocated for chapter allotment expenses. The annual delegate registration fee shall be expensed and the remainder will be returned to each member's chapter/local in a manner to be determined by the Board of Directors.

SECTION 5: AREAS

5.1 DESIGNATION OF AREAS: All active and retiree chapter/locals shall be divided into three areas:

Area 1 shall be the chapters/locals in Aroostook, Washington, Hancock, Penobscot, Piscataquis, Somerset and Franklin counties.

Area 2 shall be chapter/locals located in Kennebec County.

Area 3 shall be the chapters/locals in Androscoggin, Cumberland, Knox, Lincoln, Oxford, Sagadahoc, Waldo and York counties.

5.2 EXCEPTIONS TO 5.1: Exceptions to the above may be approved by the Board. The Board shall assign statewide chapters to an area by mutual agreement between the Board and the chapter/local.

5.3 AREA CAUCUS: Each area shall constitute a caucus composed of the presidents and delegates of all the chapters/locals within the area and the Directors from that area. Area caucuses shall meet at the call of the caucus chairperson. A meeting shall be called by the area Board members or when requested by five (5) members of the caucus from different chapter/locals. These meetings are to discuss matters of mutual concern, and perform such other functions as are either required by these By-Laws or not in conflict with these By-Laws. For purposes of voting at an Area Caucus, only those seated Chapter Presidents, or Vice Presidents seated for the Chapter Presidents, and seated delegates or alternates or seated Chapter members may vote at the Caucus.

Each caucus shall adopt its own agenda and rules as long as those rules do not conflict with these By-Laws.

5.4 AREA CAUCUS AND PRESIDENT-VICE PRESIDENT MEETING EXPENSES: One-half percent (0.5%) of all dues collected, that are not directed to dedicated budget accounts, will be allocated as an expense to pay the budgeted expenses of those who attend and are seated at the various Caucus meeting. Also, this budgeted expense will be used to pay the expenses of those attending Presidents-Vice Presidents meetings.

SECTION 6: OFFICERS

6.1 PRESIDENT: The President shall be the executive head of MSEA and shall preside at all meetings of the Association, the Council and the Board.

6.101 In the event that provisions are negotiated to permit a member's leave of

absence to function as a full-time President, the Board shall set his/her salary and benefits.

6.11 ELECTION: The President shall be elected bi-annually for a term of two (2) years by the Council at the Annual Meeting. The President shall be elected from the list of candidates nominated by the various chapters/locals. Such nominations shall be submitted to Headquarters at least forty-five (45) days prior to the Annual Meeting.

6.111 ELIGIBILITY: To be eligible for election to this office, a member must meet the requirements of Section 2.1 The candidate must have been a member in good standing for at least one (1) year and continue in good standing for the length of his/her term. Verification will be from the official list maintained by Headquarters. No member of a competitive organization as defined by the Board shall be eligible for election.

6.112 CONDUCT OF ELECTION: Election shall be by a majority of those delegates voting at the Annual Meeting. If no candidate receives a majority, a run-off election shall be held between the two (2) candidates with the highest totals prior to the adjourning of the Annual Meeting.

6.113 TERM AND OFFICE LIMIT: The President shall serve no more than two (2) consecutive two (2) year terms. No President shall hold another MSEA office above that of chapter/local delegate or officer.

6.12 POWERS:

- a. The President shall call the meeting of the Board and of the Council.
- b. The President shall set the agenda for such meeting.
- c. The President shall submit a report to the Annual Meeting as to the standing and progress of MSEA.
- d. The President shall have the power to bind the MSEA only with the specific authorization of the Board of Directors.
- e. The President shall have the power to create ad hoc committees as needed and to appoint members to those committees.

6.121 RESPONSIBILITIES: The responsibilities of the President shall include but not be limited to the following:

- a. The President shall serve on a full time basis during his/her term of office,

- b. The President shall be the Chief Spokesperson for the Union.
- c. The President shall be responsible for leading and moving the program of MSEA as set by the Council and the Board of Directors,
- d. The President shall provide leadership for membership development, the union's political agenda, and organizing by;
 - 1. Assisting in the development and oversight of the union's internal and external communications program in conjunction with the Executive Director and appropriate staff; and by
 - 2. Representing the Union in the Congress, Legislature and other political subdivisions and in endorsed campaigns in conjunction with the Executive Director and appropriate staff;
 - 3. By making sure that the Union's officers have the training and skills to fulfill their Constitutional responsibilities.
- e. The President shall be responsible for the Union's policy development and policy implementation in conjunction with the Board of Directors and the Council. When lacking specific policy guidelines, the President shall be responsible for making policy decisions and for presenting these decisions to the Board of Directors at the next meeting.
- f. The President shall represent the Union in terms of labor and other organizations, i.e., SEIU, ~~the AFL-CIO~~ other affiliated groups, and other organizations that will benefit our Union and its members.

The President shall be responsible for appointing representatives of the Union to other organizations, except where elections of delegates to conventions are required under the terms of the ~~Union's~~ MSEA Constitution and By-laws, the International Union's Constitution and By-laws and/or applicable laws or statutes.

6.13 REMOVAL:

- a. The President may be removed from office by a two-thirds (2/3) vote of the members of the Council who are present and voting. A special meeting shall be called for such action.

There must be at least two-thirds (2/3) of the membership of the Council present and members must receive at least ten (10) days notice of the meeting.

- b. The President may be removed by a two-thirds (2/3) vote of the membership who participates in a vote on such matters.

6.14 FILLING OF A VACANCY: The Vice-President shall succeed to the office of President if for any reason the President is unable to complete his/her term.

6.2 VICE PRESIDENT: The Vice-President shall sit in for the President in his/her absence and shall perform such other duties as are assigned by the President.

6.21 ELECTION: The Vice President shall be elected bi-annually for a term of two (2) years by the Council at the Annual Meeting. The Vice President shall be elected from the list of candidates nominated by the various chapters/locals. Such nominations shall be submitted to Headquarters at least forty-five (45) days prior to the Annual Meeting.

6.211 ELIGIBILITY: To be eligible for election to this office, a member must meet the requirements of Section 2.1. The candidate must have been a member in good standing for at least one (1) year and continue in good standing for the length of his/her term. Verification will be from the official list maintained by Headquarters. No member of a competitive organization as defined by the Board shall be eligible for election.

6.212 CONDUCT OF ELECTION: Election shall be by a majority ~~vote~~ of those delegates voting at the Annual Meeting. If no candidate receives a majority, ~~of the votes~~ a run-off election shall be held between the two (2) candidates with the highest ~~vote~~ totals prior to the adjourning of the Annual Meeting.

6.213 TERM AND OFFICE LIMIT: The Vice President shall serve no more than two (2) consecutive two (2) year terms. No Vice President shall hold another MSEA office above that of chapter/local delegate or officer.

6.22 REMOVAL:

- a. The Vice-President may be removed from office by a two-thirds (2/3) vote of the members of the Council who are present and voting. A special meeting shall be called for such action. ~~There must be at least two-thirds (2/3) of the membership of the Council present and members must receive at least ten (10) days notice of the meeting.~~

There must be at least two-thirds (2/3) of the membership of the Council present and members must receive at least ten (10) days notice of the meeting.

- b. The Vice-President may be removed by a two-thirds (2/3) vote of the membership who participate in a vote on such matters.

6.23 FILLING OF A VACANCY: If the office of Vice-President becomes vacant, a new Vice-President shall be elected by the Board from among its members and

shall serve until the next adjournment of the Annual Meeting or the expiration of the term, whichever is sooner.

6.3 SECRETARY: The Secretary shall be appointed by the President with the approval of the Board. The Secretary shall be appointed annually and may receive a stipend as authorized by the Board. The Secretary shall have been a member in good standing for at least one (1) year. The Secretary shall possess necessary secretarial skills. The Secretary shall attend and take minutes at all meetings of the Board and the Council. He/she shall be responsible for the transcription of such minutes and the distribution of them. The Secretary shall perform such other duties as the Board may assign.

6.31 REMOVAL: Removal from office shall be upon the recommendation of any Area Director or the President and a two-thirds (2/3) vote of those members of the Board that are present and voting in concurrence.

6.4 TREASURER: The Treasurer shall be appointed by the President with the approval of the Board. The Treasurer shall have been a member in good standing for at least one (1) year. The Treasurer shall be appointed annually and may receive a stipend as authorized by the Board. The Treasurer shall possess a basic understanding of the necessary accounting or financial skills and shall furnish a bond in such amount as the Board may require, the cost of which shall be paid by MSEA. The Treasurer shall supervise:

- a. The keeping of accurate financial records;
- b. The receipt of all monies due MSEA;
- c. The payment of all bills;
- d. The keeping of a true record of all receipts and disbursements;
- e. The submission of all books and accounts to the auditor(s);
- f. The making of a report to the Annual Meeting on financial matters;
- g. The making of a monthly report to the Board of financial matters;
- h. The Treasurer shall work closely with the Executive Director in all financial matters.
- i. The Treasurer shall be responsible directly to the Board.

6.41 INCAPACITY OF TREASURER: In the event of the permanent or temporary incapacity of the Treasurer, as determined by the President, the

President shall assume the functions of the Treasurer until such time as the Treasurer is able to resume his/her duties or a new Treasurer is appointed.

6.42 REMOVAL: Removal from office shall be upon the recommendation of any Area Director or the President and a two-thirds (2/3) vote of those members of the Board that are present and voting.

SECTION 7: EXECUTIVE DIRECTOR

7.1 RESPONSIBILITIES: The Executive Director shall be responsible for the general administration of MSEA under the direction of the Board. He/she shall be responsible for:

- a. Carrying out the policies and directives of the Board;
- b. Representing MSEA at the legislature, before committees and the State's and/or political subdivision's administration;
- c. Maintaining liaison with other public and private organizations which may be of benefit to MSEA;
- d. Advising and counseling the Board and the Council;
- e. Performing such other duties as are required by the Board.

7.2 BOARD/COUNCIL MEETING NOTICES: The Executive Director shall mail notices of all regular meetings of the Board and regular and special meeting of the Council to the members of those respective bodies at least ten (10) days before the date of each meeting.

SECTION 8: BOARD OF DIRECTORS

8.1 COMPOSITION: The Board of Directors shall consist of the President, the Vice-President, twelve (12) active member Directors and two (2) retiree member Directors. The Secretary and Treasurer shall serve as non-voting members of the Board.

8.2 ELIGIBILITY FOR ELECTION: To be elected as a Director or Alternate Director, a candidate must meet all of the following criteria:

- a. Must be a member in good standing and remain so for the duration of the term;

- b. Cannot be a member of a competitive organization as defined by the Board;
- c. The candidates name must appear on the list of those eligible to run for Director that is maintained by Headquarter at least thirty (30) days prior to the election of that candidate.
- d. A candidate is ineligible for election to fill any current or future vacancy as a Director or Alternate Director if another member of the same chapter/local has been elected, by a Caucus from the same Area, to serve as Director during the same period of time. No member shall be eligible to serve as Director if another member from the same chapter/local has been elected to fill a position as Director or Alternate Director for the same period of time.

8.21 ACTIVE DIRECTORS: Twelve (12) active members Directors and three (3) Alternate Directors shall be elected by secret ballot by the Area Caucuses at the Annual Meeting. Each Area will have four (4) Directors, two (2) of whom are elected each year. Each Area will have one (1) Alternate Director who will be elected for a two (2) year term. Candidates for the office of Director and Alternate Director shall be nominated by the members of their respective Areas. Directors and Alternate Directors shall be elected by a majority vote of the seated delegates present and voting from their respective Areas, except that the retiree members are not eligible to vote. Alternate Directors will serve on the Board in the event that an Area Director becomes incapacitated and/or resigns.

Incapacitated is defined as unable to perform the duties of Director for thirty (30) consecutive days as determined by the President. When seated as a Board member, the Alternate Director assumes the full responsibilities of the office.

8.22 RETIREE DIRECTORS: Two (2) retiree members in good standing shall be ~~nominated by a retiree delegate and~~ serve as Retiree Directors. Their terms shall be for two (2) years; however, a Retiree Director shall serve until his/her successor has been elected and taken office. One Retiree Director shall be elected each year. A Retiree Director may be elected to three (3) terms in succession. He/she may not become a Retiree Director or Alternate Director again for two (2) years after the expiration date of his/her last successive term. The election shall be elected by secret ballot by a majority vote of the Retiree Caucus that are present and voting at the Annual Meeting called for that purpose. The Retiree Caucus shall also elect, by secret ballot and by majority vote of those present and voting, an Alternate Director to serve on the Board in the event that one of the Retiree Directors is absent, becomes incapacitated and/or resigns. When seated, the Alternate Director shall have the right to vote.

8.23 BALLOTS: The ballots for the election(s) of Director and Alternate Director shall be delivered to the MSEA Secretary at the end of the Caucus and be retained by the MSEA for one year.

8.3 TERM OF OFFICE:

DIRECTORS: The term of office for Directors shall be two (2) years; however, a Director shall serve until his/her successor has been elected and has taken office. A Director may be elected to three (3) terms in succession. He/she may not become a Director or Alternate Director again for two (2) years after the expiration date of his/her last successive term. A Director may be elected to fill an unexpired term and still be eligible to serve three (3) full successive terms.

ALTERNATE DIRECTOR: The term of office for Alternate Directors shall be two (2) years; however, an Alternate Director shall serve until his/her successor has been elected and has taken office. An Alternate Director may be elected for three (3) terms in succession. He/she may not become an Alternate Director for two (2) years after the expiration date of his/her last successive term. An Alternate Director may be elected to fill an unexpired term and still be eligible to serve three (3) full successive terms.

8.31 FILLING OF VACANCIES:

8.311 When a Director position becomes vacant, the Alternate Director for that area will be seated as the new Area Director and a caucus shall be called to elect a new Alternate Director. If the Alternate Director is unwilling to assume the position of Director the alternate director will have been deemed to have resigned and an election will be held to fill both vacancies.

8.312 Written notice of a vacancy on the Board shall be sent to the Area delegates within one (1) week of the occurrence of said vacancy.

8.313 The Caucus shall be called not less than fifteen (15) days nor more than one (1) month from the date of the notification.

8.314 There must be at least fifteen (15) days written notice to delegates prior to the election of Board members.

8.315 Elections shall be by secret ballot and the successful candidate must be elected by a majority vote of those present and voting. All such ballots shall be forwarded to MSEA/SEIU Local 1989 headquarters and retained by the MSEA for one (1) year.

8.32 For the purposes of electing members of the Board of Directors retiree delegates shall vote in the Retiree Caucus and not in general Area Caucuses.

8.4 REMOVAL:

8.41 A Director or Alternate Director serving as a Board member may be removed from the office of Board member by a two-thirds (2/3) vote of those members of the Board that are present and voting.

The reasons for removal can be:

- a. Unexcused absence from three (3) successive meetings of the Board;
- b. Malfeasance in office;
- c. Just cause

8.42 A Director or Alternate Director serving on the Board may be removed from the office for just cause by a two-thirds (2/3) vote, by secret ballot of those present and voting, of the Area Caucus or Retiree Caucus from which he/she was elected. Just cause shall include but not be limited to repeated and unexcused absences from assigned local/chapter meetings and assigned statewide committee meetings. This can be done at a regular or a special meeting called for such action provided that the majority of those members of the Caucus are present and voting and that the caucus members have been given fifteen (15) days written notice of the meeting and the intent to call for such removal.

8.43 The Board of Directors may remove a Director or Alternate Director from all duties relating to any matter whenever it concludes that the Director's or Alternate Director's interest in the matter substantially conflicts with his or her duties as a Director or Alternate Director by a vote of two-thirds (2/3) of those present and voting.

8.5 POWERS OF THE BOARD: Shall include those powers enumerated elsewhere in these Constitution and By-Laws and also the following:

- a. The Board shall have charge and management of the business and property of MSEA;
- b. The Board shall be responsible for providing and maintaining current office space and equipment;
- c. The Board shall carry out the programs and policies of MSEA;
- d. The Board shall administer the approved budget and shall be responsible for keeping expenditures within the approved budget;
- e. The Board shall hire such employees as are necessary and prescribe their duties;

- f. The Board shall determine the salary ranges and steps of our employees;
- g. The Board shall determine when an employee is entitled to an increase in salary;
- h. The Board shall present to the Annual Meeting for adoption, a budget for the ensuing year;
- i. The Board shall see to it that a professional outside audit of the finances of the MSEA is done yearly. The Board shall report to the Council the result(s) and recommendation(s) of that audit.
- j. The Board shall be responsible for the conduct of collective bargaining for contract administration; including the establishment of bargaining committees, the determination of the functions of the bargaining committees, the establishment of committees and for contract ratification;
- k. The Board shall oversee the functioning of the steward system except that no member who is a member of a competing organization as defined by the Board shall be a steward.

8.6 MEETINGS:

8.61 Five (5) members of the Board of Directors, upon forty-eight (48) hours notice, may call a meeting stating in the notice the matters to be considered. No matters involving an election can be done without at least fifteen (15) days notice.

8.62 Special Meetings: Special meetings may be held by teleconference to conduct business of an urgent or time sensitive nature.

8.7 QUORUM: A quorum shall consist of a majority of its voting membership, excluding any vacant seat(s).

8.8 ROBERT'S RULES: Robert's Rules of Order, latest edition, shall govern the Board meetings on all points where they are applicable and not in conflict with the Constitution and By-Laws. The President shall make decisions on points of order.

SECTION 9: THE COUNCIL

9.1 MEMBERSHIP: The Council is made up of delegates who have been elected at chapter/local meetings held between September 1 and December 1 of the previous calendar year or alternates or chapter/local members accepted as seated by the Council.

9.11 The number of delegates and alternates that each chapter/local shall elect for the next calendar year shall be based upon the July count of the current year. The chapters/locals shall be notified of the number of delegates and alternates to be elected for the next calendar year no later than October 15.

9.12 If, as a result of the a special count, based on the membership data as of May 1 determines an adjustment in delegate count for the current year is required because of an increase in chapter/local membership, the affected chapter/local shall be notified by July 1. The chapter/local will then make the necessary adjustment and send Headquarters its official list of delegates by September 1.

9.13 If, during a calendar year, an adjustment in delegate count is warranted because of a significant decrease in chapter/local membership, the affected chapter/local shall be notified as soon as practicable. Upon notification, the chapter/local may petition the Board of Directors for an adjustment based on the reduced membership. Upon approval by the Board, the chapter/local will then make the necessary adjustments and notify the MSEA promptly.

9.14 No member who is a member of a competing organization as defined by the Board may serve as a delegate or alternate.

9.15 Chapters/locals chartered after July 1 shall be entitled to elect delegates and alternates based on the number of members on the first (1st) day of the month following the thirtieth (30th) day after approval of the charter by the Board.

9.16 Each chapter/local shall be entitled to seat one (1) delegate for every fifty (50) members or major fraction thereof. Alternates shall be elected at the same time as the delegates and officers. Any vacancy occurring in the chapter/local representation shall be filled by an election at a meeting of the chapter/local. MSEA Headquarters shall be notified of any such change(s) in chapter/local delegates and/or alternates.

9.17 In addition to **9.11**, the president of each chapter/local shall be seated as a delegate. Only the chapter/local vice-president may be seated for the chapter/local president.

9.18 When a chapter/local is not represented by a full slate of delegates, the alternates shall be seated as delegates to fill the slate in order submitted by the chapter/local. In the event there is still not a full slate, the presiding officer of the Council may appoint, with the consent of the delegates present, members of that chapter/local to fill the slate for that meeting only. Once the slate has been filled, no amendments to the list shall be allowed for either voting or the submission of expenses.

9.2 VOTING: Only duly seated delegates may vote in the meetings of the Council. It shall be the responsibility of the Elections/Credentials Committee to verify the credentials of each delegate. To ensure qualification as a voting delegate, a registration badge shall be issued to each delegate upon verification of their status.

9.21 A quorum is one-half (1/2) of the **registered** delegates or two-thirds (2/3) representation of the chapter/locals **that have registered delegates**.

9.22 A roll call vote shall be taken upon the request of one-third (1/3) of the delegates present.

9.23 All voting shall be according to rules adopted at the Meeting.

9.3 MEETINGS:

9.31 ANNUAL MEETING: The Annual Meeting shall be held at the call of the President in the months of September, October, November or by the vote of the Council. The Council shall receive reports from the officers and committees, adopt a budget, set the dues, and act on such other business as is properly before the body. The agenda shall be set by the President.

9.32 SPECIAL MEETINGS: A special Council Meeting may be called by:

- a. The President
- b. Majority vote of the Board members present and voting
- c. Written request of one-half (1/2) of the chapters/locals to the President

9.33 NOTICE: There shall be fifteen (15) days written notice given to the delegates and the notice must specify the subject(s) upon which action is sought.

9.4 RESOLUTIONS: All business shall be done by resolution. Resolutions seeking changes in the By-Laws shall be submitted sixty (60) days prior to the convening of the Meeting. Resolutions dealing with other matters shall be submitted up to ten (10) days prior to the convening of the Meeting. Resolutions submitted from the floor shall be in written form and shall be admitted only by a two-thirds (2/3) vote of those delegates, that are present and voting. Resolutions may be submitted by:

- a. a chapter/local
- b. a committee as defined in Section **10** of the By-Laws.

- c. an area caucus
- d. fifteen (15) members whose signatures shall be attached to the original resolution.
- e. the Board of Directors

9.5 CAUCUS: At the Annual Meeting there shall be caucuses of the active members by Area and the retirees to nominate and elect Directors and for such other business as is properly before the body. Each caucus shall adopt its own rules and agenda as long as they are not in conflict with the MSEA Constitution and By-Laws.

9.6 REGISTRATION FEE: Chapters/locals shall be charged a registration fee for each delegate they are entitled to send to the Annual Meeting. The amount of the fee shall be set annually by the Board based on the recommendation of the Finance Committee. The amount of the fee shall not exceed the cost of the Annual Meeting and shall be deducted from the first chapter/local allotment issued following the Annual Meeting.

9.7 ORDER OF BUSINESS: The order of business of the Council shall be determined by the President with the assistance of the Executive Director. The first order of business shall be the adoption of the rules of order. The agenda shall then be adopted.

9.8 ROBERT'S RULES: Robert's Rules of Order shall govern on all points where they are applicable and not in conflict with the MSEA Constitution and By-Laws or the temporary rules of order adopted by the Meeting. When asked for a ruling on a point of order the President or the presiding officer shall rule.

9.9 EXPENSES: The authorized expenses of Board members, staff, delegates and other such persons as are authorized by the Board for the conduct of business shall be paid by MSEA.

SECTION 10: COMMITTEES

10.1 STANDING COMMITTEES: Standing Committees are those committees that are regularly appointed by the Board and the President.

10.11 The Board of Directors shall, at the first regularly scheduled Board meeting of each year, appoint committee members from the group of qualified MSEA members who have either submitted their names or have expressed an interest in

serving. Not more than one (1) member of a chapter/local may be appointed to a single standing committee by the Area/Retiree Board Members. The President shall, by appointment, fill any seats or vacancies that occur after the first regularly scheduled Board meeting for the course of that term from additional names submitted by the Board, from members that have expressed an interest, or from the remaining names originally submitted to the Board. These appointments, made by the President, may include more than one (1) member from a chapter/local or additional members from any Area where it is necessary to fill the committee membership. No member except the officers of the MSEA and members of the Board shall serve more than three (3) successive terms on any standing committee.

10.12 Statewide committee members may be removed from their **committee** assignments upon the recommendation of their committee chairperson and a two-thirds (2/3) vote of those members of the Board that are present and voting. Any committee members who have this recommendation made about them shall have the right to address the Board.

10.13 Unless otherwise stated below, Standing Committees shall elect their own chairperson. Each Committee shall report to the Board as necessary. Each committee shall submit a report to the Annual Meeting. Such report shall include any recommended actions to be taken by the Board or the Council.

10.14 CONSTITUTION AND BY-LAWS: Shall study and recommend such changes to the Constitution or the By-Laws, which will promote the more efficient functioning of MSEA or the chapters/locals. The Committee shall further study and make recommendations to the Board regarding all chapter/local by-laws or changes thereto. The Committee shall make recommendations to the Council regarding all changes in the Constitution or in the By-Laws. The Committee shall see that all changes voted by the Council are made in these By-Laws as soon as possible. Also, the Committee shall see to it that the set of Constitution and By-Laws that is printed yearly is complete and accurate.

10.15 SCHOLARSHIP: Shall consist of ten (10) members, three (3) from each Area (except as noted in **10.11**), and one member at-large, appointed by the President, who shall serve as chairperson. The Committee shall promulgate rules for qualifying and awarding the Dr. Howard L. Bowen, the George A. Davala Scholarship and the Murray Brown (runner –up) Scholarship. Those qualified for MSEA scholarships shall include:

- MSEA members;
- Sons and daughters of MSEA members;
- Stepchildren of MSEA members who reside with the MSEA member;
- Sons and daughters of the MSEA member's significant other who reside with the MSEA member;

- Students under legal guardianship of the MSEA member.

For purposes of this Section “significant other” shall follow the definition of significant other defined in the Sick Leave article of Executive Branch contracts. Full time student scholarships will be given in the name of Dr. Howard L. Bowen, George A. Davala, Murray Brown and Richard McDonough. Additional full time scholarships will be awarded to those attending Maine Community Colleges. Part-time student scholarships will include the Norma Arnold Clerical Scholarship and three (3) additional scholarships for those attending part-time educational programs. Three (3) scholarships and three (3) runner-up scholarships shall be given annually, one (1) to an applicant from each area.

10.16 ELECTIONS/CREDENTIALS: The Committee shall see that the credentials of each voting delegate are verified. It shall be responsible for the preparation and distribution of the ballots to the delegates at the Annual Meeting. It shall provide an appropriate ballot box with lock and seal fastenings. The Committee shall tabulate, certify and announce the election results.

10.161 The Committee shall provide notice to all chapters/locals of the positions for which candidates are required. Such notification shall take place at least ninety (90) days prior to the Council Meeting. The Committee shall notify the chapters/locals of the names of the candidates for the offices of President, Vice-President, and member on the Retirement Board. Such notification shall take place at least thirty (30) days prior to the Council Meeting.

10.162 If no names are received for the office of President and Vice-President, or for membership on the Maine State Retirement Board, committees or boards, the Committee shall select members known to be qualified and willing to serve. In the event of such occurrence, the time limits, as stated in Sections **6.11**, **6.21**, **10.161**, and **11.11(b)** shall be waived.

The committee shall consist of two (2) active members from each area and two (2) retiree members at large. Directors and Officers shall not be eligible to serve as a member on this committee.

10.17 ELECTIONS REVIEW: The President shall appoint a standing Elections Review Committee, subject to approval by the Board, that will act as a resource and assist chapters or other bodies in the conduct of elections, establish policies and procedures governing elections, and resolve disputes concerning the conduct of elections where those disputes are unresolved by the body conducting the election. The membership of the committee should be drawn from members who:

- are not candidates for any union office,
- are representative of all areas of the state, and

c. represent diverse chapters

The Committee shall be provided training in the Department of Labor Rules and Regulations for Union Elections.

10.18 RESOLUTIONS: Shall see that all resolutions regarding the Constitution or the By-Laws are submitted to the Council in proper form. It shall see that all resolutions submitted prior to the convening of the Council are written in such a manner that the intent and the effect of the resolution is clear. The Committee may consolidate resolutions with the permission of sponsors of those resolutions. The Committee shall with time permitting, refer resolutions to the proper standing, special or ad hoc committee for recommendation. The Resolutions Committee will make recommendations on resolutions as appropriate. The Resolutions Committee shall make a report to the Council regarding the implementation or status of resolutions approved by the previous Council. The Board shall appoint the members of this Committee by July 1 of each year.

10.19 ORGANIZATIONAL REVIEW: shall address the tasks assigned to the Committee by the President of the MSEA and the Council pertaining to the functioning and needs of the organization as a whole. The Committee shall make such recommendations to the President, Board of Directors, and the Council as are deemed by the Committee to improve the functioning of the MSEA. The Committee shall review and report to the Council and the Board regarding staff and staffing needs.

10.2 PRESIDENTIAL APPOINTMENT COMMITTEES: Presidential Appointment Committees are those Committees appointed by the President as needed.

10.21 RETIREES STEERING:

10.211 Duties: shall study and recommend such actions or changes, which will promote benefits to retirees, improve communications among retirees and protect the Retirement System. It shall look to developing new retiree chapters as needed, develop and promulgate sources of information of value and interest to retirees or active members looking forward to retirement.

10.212 Membership: The President shall annually appoint from lists submitted by retiree chapter presidents a maximum of two (2) voting members and two (2) alternates from each chapter to the Retirees Steering Committee. Alternates will be seated and may vote only in the event of the absence of a chapter voting member. The Committee shall carry-over into the new year or until the President appoints a new Committee. The Committee shall elect a Chairperson following the appointment of the Committee by the President.

10.22 MEMBERSHIP BENEFITS: Shall review and recommend to the Board and the Council improvements in existing insurance or benefit programs and to develop new insurance or benefit programs. The President shall appoint members from lists of interested volunteers. The committee shall elect its own chairperson.

10.23 SOLIDARITY COMMITTEE: The President shall appoint a 5 member committee including 1 retiree member, which will make recommendations to the Board and the President on ways to promote solidarity among MSEA/SEIU members and locals, and to promote solidarity between MSEA/SEIU and other unions, in order to increase the power of the labor movement.

10.24 AD HOC COMMITTEES: These committee(s) shall be established by the President as needed. The President shall appoint the members and the Chair of these committees.

10.25 LABOR/MANAGEMENT COMMITTEES:

1. All labor participants or members shall be appointed and serve at the pleasure of the President.
2. Any labor participant serving on any labor/management committee shall be a dues-paying member, unless otherwise authorized by the President.
3. The President may also appoint any other person, as necessary, to represent or assist in representing labor on such committees.

An annual report shall be submitted to the Board.

10.3 SPECIAL COMMITTEES: Special Committees are those that are elected by the Council or placement on the Committee is a result of a position held within the MSEA.

10.31 FINANCE:

10.311 Duties: The Committee shall monitor and study the budget and make necessary recommendations to the Board. It shall prepare a proposed budget which shall be submitted to the Board no less than sixty (60) days prior to the Annual Meeting.

10.312 Membership: Five (5) members shall be elected by the Council at the Annual Meeting from among its membership or from those members of MSEA who have expressed to the Council, in writing, an interest in serving, if elected. These members shall serve a two (2) year term and the terms shall be staggered.

Two (2) members of the Board shall be appointed by the President. No member of the Board of Directors of the MSEA may serve on the Finance Committee as an elected delegate or elected alternate. The Treasurer shall be the Chairperson of the Committee.

The Council shall nominate at least four (4) more candidates than the number of Finance Committee positions to be filled. Those who receive the most votes shall be seated as Committee members. Those not elected Committee members shall be listed as alternates in the order of the candidate receiving the greatest number of votes first. Alternates shall be seated in order of their attendance at Finance Committee meetings with excused absences being considered as meetings attended. If more than one (1) alternate has the same attendance record, then the alternate who received the most votes at the Annual Meeting shall be seated. The term of elected alternates shall be for one (1) year.

Any member of the Committee who misses three (3) consecutive meetings for other than reasonable cause shall be removed by the Committee and shall be replaced as indicated above. Any alternate who missed three (3) consecutive meetings for other than reasonable cause shall be removed from the list of alternates.

10.313 Quorum: The Finance Committee shall have a quorum of four (4) to conduct business at the scheduled start of each meeting. The chair shall establish the voting quorum.

This quorum shall be composed first of those members elected by the Council plus the two (2) Board members appointed by the President.

Where less than four (4) members are present the chair may make up the quorum by seating alternates in the same manner as is used to replace members.

Late arriving members shall be seated only to make up a total of seven (7) members. This shall be done by first arrives, first seated. Late arriving alternates shall be seated only to make up the quorum of four (4).

The Treasurer shall have the discretion of appointing a temporary chair from among the elected regular members of the Finance Committee when he/she must be absent.

The President, with the approval of the Board of Directors, may seek out and appoint members that have expressed an interest in serving on the Finance Committee to alternate positions as needed/vacancies occur.

10.32 CHIEF STEWARD COMMITTEE:

10.321 Duties: To evaluate the steward System and recommend changes to the Board as necessary; to plan and coordinate quarterly Chief Steward trainings and meetings; to serve in an advisory capacity in the coordination of steward training; to serve as a Peer Review Committee to assure compliance with standards established for Chief Stewards.

10.322 Membership: Membership shall be open to all chief stewards.

10.33 BARGAINING STRATEGY COMMITTEE: Membership shall be appointed by the Board and President, to include a cross-section of members from the different bargaining units.

SECTION 11: REPRESENTATIVES TO GOVERNMENTAL BOARDS

11.1 REPRESENTATIVE ON THE BOARD OF DIRECTORS OF THE MAINE STATE RETIREMENT SYSTEM:

11.11 NOMINATIONS: To be eligible for election at an Annual Meeting, a member must:

- a. be nominated by a chapter/local.
- b. written notification of such nomination signed by the candidate and an officer of the nominating chapter/local shall be received by Headquarters at least forty-five (45) days prior to the Annual Meeting.
- c. The list of eligible candidates as determined by the Elections/Credentials Committee shall be sent to the delegates thirty (30) days prior to the Annual Meeting.

11.12 ELECTION: The Council shall elect at an Annual Meeting a member to represent the MSEA on the Board. The delegates shall be notified by the Elections/Credentials Committee sixty (60) days prior to the election that candidate(s) are needed for this position.

11.13 TERM OF OFFICE: The term of office shall be for three (3) years, however, a representative shall serve until his/her successor has been elected and has taken office.

11.14 CONDUCT OF ELECTION: Election shall be by a majority vote. If no candidate receives a majority of the votes, a run-off election shall be held between the two (2) candidates with the highest vote total.

11.15 SPECIAL ELECTION: If a vacancy occurs before the expiration of a term,

the Board of Directors shall elect a successor until an election can be held at the next Annual Meeting. The provisions of 11.11 shall not apply to any election held under this section.

SECTION 12: FISCAL YEAR

The fiscal year shall run from January 1 to December 31.

SECTION 13: AMENDMENTS TO THE BY-LAWS

13.1 RESOLUTION: The By-Laws may be amended by the passage of a resolution submitted sixty (60) days prior to a Council meeting and passed by a two-thirds (2/3) vote of those members of the Council that are present and voting.

13.2 BOARD VOTE & CHAPTER/LOCAL RATIFICATION: The By-Laws may be amended by the adoption by the Board of a resolution not in conflict with the Constitution. The resolution becomes effective upon the ratification of the resolution by two-thirds (2/3) of the chapters/locals. Meetings for the purpose of ratification shall occur within forty-five (45) days after the adoption of the resolution by the Board.

13.3 EFFECTIVE DATE: By-Laws changes shall become effective at the close of the Council Meeting that approves them unless the change has a different effective time as specified in the resolution.