

CONSTITUTION AND BY-LAWS

TRANSPORTATION EMPLOYEES ASSOCIATION OF MISSOURI

CONSTITUTION AND BY-LAWS

Revised at the 2nd Quarterly Meeting, January 14, 2006

Preamble

This organization is hereby constituted and ordained for the purpose of promoting the general welfare of Missouri Department of Transportation employees in all ways compatible with the public interest; to encourage the maintenance of highest standards of employee conduct; and in all ways to render the most effective service to the people of the State of Missouri.

Constitution

Article I -- Name

The name of this organization shall be the Transportation Employees Association of Missouri.

Article II -- Location

The central office of the Association shall be located in Jefferson City, Missouri.

Article III -- Membership

All Missouri Transportation employees shall be eligible for membership in this organization. Membership in the Association shall be sustained by the payment of dues. Cessation of employment shall automatically terminate membership, provided, however, that any member who is granted a leave of absence may continue to be a member upon payment of annual dues. All employees eligible for membership will be acknowledged full membership except, those employees who are members of a certified majority representative organization (CMRO) shall not hold office at the state or chapter level, including representative, delegate or officer and shall not serve on a committee which might create a conflict of interest between the goals of the Association and the CMRO.

(a) Honorary membership may be conferred by the General Assembly of this Association upon individuals who have demonstrated an interest in the welfare of the Missouri Department of Transportation and its operations.

Survivor membership shall automatically be conferred upon widows and widowers of individuals who were members in good standing at the time of the member's demise. Survivor membership shall automatically terminate at such time as member shall remarry.

Honorary or survivor memberships shall include all rights except to vote and hold office. Such members shall not be required to pay dues and shall not be considered for the purpose of determining representation in the General Assembly.

(b) Life membership shall be conferred by the President of the Association upon any member who retires in good standing. Should a member in good standing retire within four (4) months after the end of the last dues period, said member shall be eligible for life membership. Life membership shall include all rights except to vote and to hold office. Such members shall not be required to pay dues and shall not be considered for the purpose of determining representation in the General Assembly.

Article IV -- Government

Section 1

The governing body of the Association shall be the representatives of the general membership, meeting in an annual assembly, known hereinafter as the General Assembly.

Section 2

The membership of the General Assembly shall consist of at least one member from each chapter and such other members as herein stated.

Section 3

The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, as set out in the By-Laws.

Section 4

Employees who hold the following policy making positions shall be excluded from holding any office in the Association: Director of Transportation, Chief Engineer, Chief Counsel, Secretary to the Commission, Division Engineers, Department Heads and District Engineers, as set out in the latest edition of the Official Manual of the State of Missouri, and members of the Personnel Committee.

Section 5

The Board of Directors shall consist of the officers of the Association and such other members as herein described.

Section 6

The administration of the affairs of the Association is vested in the Board of Directors.

Article V -- Chapters

The basic membership group of the Association is the Chapter. Chapters shall encompass the present Highway and Transportation Department Districts and Central Support Center. A Chapter shall consist of eligible members who elect to join the Association. Eligible members shall be currently employed with the Missouri Department of Transportation or a retired employee who is active in the Association at the time of separation. Representation of chapters at the General Assembly shall consist of one representative for each chapter and one additional representative for each one hundred (100), or major fraction thereof, of chapter members and a retiree. The officers of each chapter shall consist of a President, a Vice President, and a Secretary-Treasurer. The Presidents of the various chapters shall be members of the Board of Directors of the Association.

A chapter's provisions for self-government shall not conflict with the Constitution and By-Laws of the Association, and to the extent that any such provision is in conflict with any of these, it is void.

Article VI -- Limitations

Section 1

The Association shall act as the representative of the members in presenting recommendations which will result in benefits and better working conditions for Transportation Department employees. In making recommendations, the effect of their adoption upon the public service rendered by the employees will be considered and no recommendation will be made which will adversely affect the public service rendered. No coercive action shall ever be taken against the Transportation Department or the public.

Section 2

The Association is non-partisan.

Section 3

Neither the General Assembly or Board of Directors, nor any chapter, committee, agency or officer shall take any action which is incompatible with the objectives of the Association.

Section 4

No chapter, committee, agency, officer or member shall publish any information or recommendation declaring or implying endorsement or rejection of a matter by the Association, unless approval be first obtained from the General Assembly if it is in session or from the Board of Directors if the General Assembly is not in session.

Section 5

No debt shall be incurred in excess of the funds in the treasury of the Association.

Section 6

No member or chapter claiming to be aggrieved by any action of the Association, or of any board, officer, committee, chapter or other unit or agency thereof, shall be denied the right of appeal to the Board and to the General Assembly.

Section 7

Any action which relates to the proposition of affiliation with any other association or organization may be taken only with the favorable vote of a two-thirds majority of the membership of the Association.

Section 8

All funds coming into the hands of the Association, whether from dues or other services, shall be used solely for the activities of the Association.

Article VII -- Amendment of Constitution

Section 1

Amendment of this constitution may be made:

(a) By proposal to the General Assembly in annual session, adopted by a two-thirds vote of the Assembly and ratified within one hundred twenty days by two-thirds of the chapters, such time to commence running from the day the proposed amendment is transmitted from the Board of Directors to the chapters, which date of transmittal shall not be later than thirty days after receipt of the transcript of proceedings by the State President. An amendment becomes effective on the date the last requisite ratification is received by the Board of Directors.

(b) By petition signed by twenty percent of the total membership or endorsed by thirty percent of the chapters. Such petitions shall be addressed to the Board of Directors and, if they bear the required signatures or endorsements, shall, within thirty days of receipt, be submitted to the chapters for approval within one hundred twenty days by two-thirds of the chapters. An amendment becomes effective on the date the last requisite approval is received by the Board of Directors.

Article VIII -- Ratification

This constitution shall be ratified and accepted by the membership of the Association by the following procedure: The text of this constitution shall be approved by a two-thirds majority of the delegates attending the organization meeting. The constitution so approved shall then be submitted to the chapters for approval. A simple majority affirmative vote of the eligible membership in a chapter, with at least two-thirds of the chapters affirming, shall be necessary for ratification.

By-Laws

Article I -- Meetings

General Assembly

Section 1

The General Assembly shall meet annually on the second Friday in August at the time and place determined by the Board of Directors.

(a) Special meetings may be called by the President upon authorization of the Board of Directors by giving at least ten days written notice to each member of the General Assembly.

Section 2

A quorum at the General Assembly shall consist of not less than two-thirds of the delegates who must be present in person or represented by alternate.

Board of Directors

Section 3

The President of the Association shall act as Chairman of the Board of Directors.

The immediate past President shall be an ex-officio member of the Board of Directors. He shall serve for the same period of time as his successor.

Section 4

There shall be at least three meetings of the Board between annual sessions of the General Assembly, the first being held immediately following adjournment of the General Assembly.

Section 5

Other meetings shall be at the call of the Chairman upon giving at least ten days written notice to each member of the Board.

Section 6

Ten Directors shall constitute a quorum for the transaction of business.

Article II -- Duties of Board of Directors

Section 1

The Board of Directors shall carry out any and all recommendations and instructions emanating from the General Assembly. It shall give special attention to executive detail to the end that the general policies of the Association as provided in the constitution and by-laws may have potency and efficient effect.

Section 2

The Board of Directors shall have general charge of the affairs of the Association, and may delegate such powers and adopt such rules and resolutions as may be deemed expedient, and which are not in conflict with the constitution and by-laws.

Section 3

The Board of Directors is authorized to employ administrative assistance, legal counsel, and such other help as may be deemed necessary in the administration of the Association.

Section 4

When an officer fails to perform his duties, or it is otherwise necessary to fill vacancy, the Board of Directors shall have the power to appoint a successor for the remaining portion of the term.

Causes for removal of an officer shall be:

1. violation of the Constitution or By-Laws
2. non-performance of duties that were assigned by the Board of Directors or General Assembly.

Suspected violation of 1 or 2 shall be reported to the Board of Directors. The Board of Directors shall then determine if a violation has been committed. They will take the following action:

- a. suspend the violator from the office
- b. appoint a successor for the remainder of the term of office and
- c. consult with the chapters on the successor.

The General Assembly shall have the authority, after the hearing, to reinstate the violator or approve the action taken by the Board of Directors.

In the event of death, resignation, or removal of the President, the Vice President shall service as acting President until such time as the Board of Directors shall elect a successor.

Article III -- Officers

Section 1 -- Election of Officers

Officers of the Association for ensuing terms of office shall be nominated by the Board of Directors at least thirty (30) days prior to the date of the annual meeting of the General Assembly. Not more than five (5) or less than two (2) names shall be placed in nomination for each office. Election of officers shall be by popular vote of the membership at large. All candidates for officer at the State and Chapter level will be members of the Association prior to their nomination to office.

The President and Vice President, State Board Officers of the Association shall be eligible for re-nomination to succeed themselves for one term (Two years). The Secretary and Treasurer, State Board Officers of the Association, shall be eligible for re-nomination for unlimited terms.

Section 2 -- Duties of Officers

It shall be the duty of the President to preside at all meetings of the General Assembly, Board of Directors, and officers.

(a) He shall have the power to appoint and dissolve for cause all special committees, subject to the approval of the Board of Directors, and shall be an ex-officio member thereof.

(b) He shall render an annual report to the General Assembly at the General Assembly meeting, and may submit such recommendations as he deems necessary.

(c) Upon election of any officer of a chapter to any office of the Association, he shall automatically cease to be an officer of his chapter.

The Vice President shall act for and on behalf of the President in his absence or upon his request.

The Secretary shall be responsible for keeping a correct record of the proceedings of the Association, General Assembly, Board of Directors, and officers.

It shall be the duty of the Secretary to purchase, at the direction of the Board of Directors, all supplies, printed forms, etc., needed for the operation of the business of the Association and to distribute such supplies to the various chapters as may be required.

The Treasurer may be responsible for the funds of the Association. He shall establish a bank account or accounts in the name of the Transportation Employees Association in such bank or banks as the Board of Directors may designate. The Treasurer shall pay all duly authorized bills.

Article IV -- Dues and Financial Administration

The "fiscal year" and the "calendar year" of the Association shall be the period from September 1 to August 31.

The annual dues for membership shall be fixed by each individual chapter, payable either payroll deduction or to the chapter Secretary-Treasurer on or before the beginning of each fiscal year. The chapter Secretary-Treasurer shall notify a member of impending delinquency, for non-payment of dues, during the month of October. A member will be carried on the membership as delinquent during the month of November. At the end of the delinquent period, the individual's rights and privileges as a member shall cease and desist, and he shall be dropped from the membership roll. No refund will be made in case of termination of membership. Dues will not be pro-rated for part year -- annual dues are payable at the time of joining by payroll deduction or at the beginning of each fiscal year.

In order to sustain the central office of the Association, the Board of Directors shall determine the amount to be paid by each chapter for each member and that amount shall be transmitted to the central office of the Association.

Special assessments to provide funds for special needs of the Association, as determined by the Board of Directors, may be made.

The Association may participate in fund raisers or voluntary donations, as determined by the Board of Directors, to raise funds for special activities of the Association.

The financial affairs of the Association shall be administered by the President, as approved by the Board of Directors, and shall be carried out by the Treasurer.

The President shall prepare an annual budget of estimated revenues and expenditures for the Association, and submit such budget to the Board of Directors for their approval at their first meeting of the year.

Approval of the budget shall permit authorized officials of the Association to obligate funds as provided in the budget.

However, no commitment shall be made that will cause the pertinent category of expense in the budget to be exceeded by more than ten (10) percent unless it has the advance approval of the Board of Directors.

No funds shall be disbursed without the signature of both the President and the Treasurer.

Bonding shall be obtained for the President and the Treasurer in such form and amounts as prescribed by the Board of Directors. Premiums for such bonds shall be paid by the Association.

The Treasurer shall submit to the Board of Directors a financial report each month and a final financial report at the close of the fiscal year.

The Association financial records shall be audited at the close of each fiscal year by a person or persons appointed by the President and approved by the Board of Directors.

In case of dissolution of the Association and the liquidation of its affairs, any money or assets remaining after payment of all obligations shall be distributed among one or more non-profit organization(s) in such manner as the current Board of Directors may determine or direct, and in every case, the decision and determination of the Board of Directors shall be final and conclusive upon all persons in any way interested.

Article V -- Amendment

These by-laws may be altered or amended at any annual or special meeting of the General Assembly by two-thirds of those present and voting in favor of such Amendment.

Article VI -- Ratification

These by-laws shall be ratified and accepted by the membership of this Association by the following procedure: The text of these by-laws shall be approved by two-thirds majority vote of the delegates attending the organization meeting. The by-laws so approved shall then be submitted to the Chapters for approval. A simple majority affirmation vote of the eligible memberships in a Chapter, with two-thirds of the Chapters affirming, shall be necessary for ratification.