

MCEA BYLAWS

April 25, 2015

ARTICLE I

Name and Headquarters

This Association shall be known as "Maryland Classified Employees Association, Inc.," with Headquarters in Baltimore County, Maryland.

ARTICLE II

Objects and Methods

Section 1 - Objects

The objects of this Association shall be to: (1) protect members' rights under the merit principles of public employment; (2) advise and represent its members on any of their employment rights and obligations; (3) deal or bargain collectively with public employers in the State of Maryland concerning grievances, labor disputes, wages, rate of pay, hours of employment, or conditions of work for public employees in the State of Maryland; (4) represent members under the Police Officer's Bill of Rights; and (5) represent members generally in matters relating to their employment.

Section 2 - Representation

This Association shall represent those public employees who are members of the Association in good standing. This is to include those employees for whom the Association may acquire lawful authority to serve as majority representative in discussions and negotiations with the State, or any of its political subdivisions, concerning any personnel and employment matters. This shall also include discussions and negotiations with the State, or any of its political subdivisions, concerning any personnel and employment matters pertinent to collective bargaining and any of the duties of a collective bargaining representative, as set forth in Section 1 of this Article, pursuant to any lawfully enacted collective bargaining procedure.

Section 3 - Methods

The stated objectives of the Association shall be attained by organizing, representing and collectively bargaining for appropriate units of public employees; fostering public sentiment favorable to public employees; seeking the enactment of legislation to attain better economic and social welfare for public employees; protecting the rights of all public employees in the State of Maryland; and taking any action as is deemed necessary for the protection and advancement of Association members.

Section 4 - Association Status

At any convention where a quorum is present, three-quarters (3/4) of the delegates present may adopt a motion approving affiliation with another labor organization, provided the Board causes to be mailed to all Convention delegates, at least thirty (30) days prior to the Convention, a copy of the proposed motion addressing affiliation, accompanied by any and all supporting documentation available. Such a motion can also be addressed by a special Convention call pursuant to Article IV - Section I, provided that the delegates to the Convention are given at least thirty (30) days notice of the scheduled convention.

Section 5 - Procedure

"Robert's Rules of Order Newly Revised" shall govern the proceedings of this Association, except as otherwise provided by the charter and these Bylaws.

Section 6 - Deadlines

Whenever a deadline falls on a day when the Association Headquarters is closed for the conduct of regular business, the deadline shall become the next regular business day.

ARTICLE III

Membership

Section 1 - Eligibility

Any public employee, contractual public employee, or retired public employee of the State of Maryland or any of its political subdivisions shall be eligible for membership in this Association. Any employee of a quasi-public agency in the State of Maryland which assumes the delivery of services to the public which previously had been delivered by the State or any of its political subdivisions shall be eligible for membership in this Association. Any surviving spouse whose deceased spouse included him/her in the MCEA insurance programs shall be eligible for membership.

Section 2 - Types

The types of membership shall be: (a) active employee membership - any full or part-time public employee or contractual public employee; (b) active retiree membership - any retired public employee. Active employee membership (a) and active retiree membership (b) shall be entitled to vote, hold office and serve on the Board of Directors in this Association; (c) continuing membership - members who were in good standing in this Association and not retired at time of separation from public service. Such continuing member shall not be entitled to vote or hold office in this Association; (d) surviving spouse - the surviving spouse of an MCEA member who included him/her in the MCEA insurance programs; surviving spouses shall not be entitled to vote or hold office in this Association; (e) associate membership - any person not eligible for membership under a, b, c, and d. Associate members shall not be entitled to vote or hold office in this Association.

Section 3 - Rights

Members in good standing, exclusive of associate members, shall be entitled to good faith representation without charge by the Association's designated representative or Legal Counsel if necessary, when said members grieve with respect to wages, hours, or conditions of public employment pursuant to their respective public employer's grievance procedures or pursuant to the grievance procedures of any applicable collective bargaining agreement. This right to

good faith representation is limited to a duty of fair representation. The Board of Directors, acting on behalf of the Association, when administering the applicable grievance machinery as representative of its members, has the right to make decisions in good faith and in a non-arbitrary and non-perfunctory manner, as to the merits of particular grievance(s), including but not limited to decisions regarding whether to undertake representation of the grievance(s); whether to discontinue representation of the grievance (s) at any stage prior to the conclusion of the applicable grievance procedure; whether to recommend that a grievance be settled prior to the exhaustion of the applicable grievance procedure; whether to refuse to continue representation in the event that its recommendation of settlement is not satisfactory to the grievant(s); whether to seek judicial relief and redress for a particular grievance in addition to or in lieu of representation through any or all of the steps of the applicable grievance procedures; and whether to discontinue its representation in judicial proceedings at any point to their exhaustion.

Counsel shall not participate in any judicial proceeding without approval of the Board of Directors. Neither the Association nor its Counsel shall be required to take a position in any manner that is inconsistent with established positions or policies of the Association.

Membership begins on the date Central Payroll deducts the membership dues, or on the date that payment is received by the Association for those members who may not pay via payroll deduction in accordance with Article XIII, Section 1B. Members shall not be entitled to representation on grievances, disciplinary charges or other actions resulting from events which occurred prior to their joining this Association, except as required by State and local law.

Unless waived by the Board of Directors, Counsel shall not, under any circumstances, render legal services without charge to any public employee who is eligible for membership in the Association, but who is not a member in good standing of the Association.

A member in good standing shall be a public employee who is current with respect to the payment of dues and other applicable general fees and conditions of membership. Any member who fails to pay dues to the Association, pursuant to these Bylaws, shall have his membership terminated within sixty (60) days of the last dues payment, unless other provisions are made by the Board of Directors.

Representation shall not extend to any civil or criminal charges, except in instances where members are alleged to have acted in an official capacity on behalf of the Association, as determined by the Board of Directors.

The Board of Directors shall have the authority to authorize representation of members in any other area involving their employment not specifically provided for in these Bylaws.

Section 4 – Discipline

Any member who is found by the Board of Directors to have violated the Charter, Bylaws, principles, or policies of the Board of Directors shall be subject to reprimand, suspension, or expulsion from the Association by a three-fourths (3/4) vote of the Board of Directors, present and voting, after a reasonable opportunity has been afforded the member for an impartial hearing.

Any member whose actions, or membership in, or affiliation with any organization or association are considered to be detrimental to the best interests of this Association shall be subject to removal as a chapter officer or representative by a majority vote of the Board of Directors, present and voting, after a reasonable opportunity has been afforded the member for an impartial hearing.

Charges against any member for any violations, as set forth herein, must be made in writing and may be filed by any other member. In the event any charges are filed against any Officer or non-officer member of the Board of Directors, that member shall not be entitled to vote on the charges.

Section 5 - Appeal of Disciplinary Action

Any member against whom action has been taken, in accordance with Article III, Section 4 - Discipline, shall have the right to appeal the decision of the Board of Directors to the next convention. Notification of the intent to appeal shall be made by the member, in writing, to the Association within ten (10) working days after the member receives the decision of the Board of Directors by certified mail. The written intent to appeal may not be received at the Association Headquarters less than ten (10) working days before a Convention.

Any member against whom disciplinary action has been taken by any chapter, or by the Officers of this Association, shall have the right to appeal this action to the Board of Directors. Notification of the intent to appeal such action shall be made by the member, in writing, to the Association within ten (10) working days after the member has been advised of disciplinary action. Notification of the decision of the Board of Directors shall be sent by certified mail within (60) days after the receipt of the appeal. The member of the chapter shall have the right to appeal the decision of the Board of Directors to the next convention. Notification of the intent to appeal shall be made in writing to the Association within (10) working days after the member receives the decision of the Board of Directors by the most reasonable and appropriate means of written communication. The written intent to appeal may not be received at the Association Headquarters less than (10) working days before a Convention.

Section 6 - No Discrimination

Any public employee or retired public employee of the State of Maryland, or of any of its political subdivisions, shall be eligible for membership in this Association and all the rights and privileges of membership without respect to the public employee's sex, sexual orientation, race, creed, religion, color, national origin, marital status, disability, age, or political affiliation.

Section 7 - Dual Membership

No member of MCEA who also holds membership in any other union or employee organization competing for membership with MCEA shall be eligible to be elected to an officer or non-officer position on the MCEA Board of Directors, an appointed position in MCEA, or any of its chapters.

Section 8 - Nepotism

No member of an Officer's family may be hired as a full-time, permanent paid employee of this Association.

Section 9 - Gender Reference

Whenever the word *he* or *his* is used in these Bylaws, it is used in the generic sense and refers equally to both the masculine and feminine genders.

ARTICLE IV

Convention and Representation

Section 1 - Date and Location

This Association shall convene annually (subsequent to September 1st) on such date as may be approved by the Board of Directors. It shall also convene at the call of the President, by a majority vote of the delegates at the Convention in session, by three-fourths (3/4) of the members of the Board of Directors, or by petition signed by a majority of the presidents of chapters in good standing with the approval of each chapter membership. The minutes of the chapter meetings at which the presidents received such approval shall be attached to the petition. The Convention Committee shall set the dates for the following year's Convention and shall announce the dates before adjournment sine die of that year's Convention.

Section 2 - Chapter Representation

Chapter representation at the Annual Convention shall be based upon the number of chapter members in good standing as shown on the chapter's first quarterly roster (ending March 31st) at Association Headquarters at the time of the official notice for call of the Convention.

Chapter representation for all other Conventions shall be based upon the number of chapter members in good standing as shown on the chapter's last available quarterly roster at Association Headquarters at the time of the official notice for the call of the convention. A member must be in good standing for at least ninety (90) days with his/her chapter in order to participate at the Convention as a delegate.

Chapters formed after the above computation is completed shall have representation at Conventions based on charter membership.

Section 3 - Chapter Delegation

A chapter shall be entitled to one delegate for every eight (8) members in good standing; however, the number of delegates representing any one chapter shall not exceed twenty (20). The delegate(s) of a chapter shall be a member of the chapter he is representing.

The Retirees Chapter shall be entitled to one (1) vote for every thirty (30) members in good standing. Active employee chapters shall be entitled to one (1) vote for every eight (8) active employee members in good standing, and one (1) vote for every thirty (30) active retiree members in good standing.

Only chapters in good standing, as defined in Article XI, Section 2, shall be entitled to vote at the Convention.

No chapter in good standing shall have less than one (1) vote.

Section 4 - Delegate Names

Each chapter president shall notify the Association Headquarters, in writing, of the names of the delegate(s) and chair of the delegation who shall represent the chapter at the Convention at least thirty (30) days prior to the Convention date. No delegate shall be entitled to vote at the Convention if the chapter president has not complied with this Section, unless waived by a majority of those present and voting at the Convention and already seated. In the event of an emergency situation, the thirty (30) day notification requirement may be waived by a two-thirds (2/3) vote of the total membership of the Board of Directors.

Section 5 - Proxy

No chapter shall be represented by proxy.

Section 6 - Conduct of Business

In order to have a quorum for conducting business at any Convention, one-third (1/3) of the chapters must be officially represented by one or more delegates.

Business to be transacted at any Convention, except the annual election of Officers and Board of Directors, shall require compliance with certain provisions. All reports, including those of the President and the Executive Director, recommendations or other business or matters to be submitted to the Convention of the Association shall be first submitted to the Board of Directors.

It shall then be the duty of the Board to cause them to be mailed, in a concise booklet form, with all other Convention material, at least thirty (30) days prior to the next Convention, to all Convention delegates along with the Board of Directors' recommendations.

The matter may then be voted upon at the next Convention – provided a quorum is present – and may be adopted by a majority of those delegates present and voting. At any Convention where a quorum is present, three-fourths (3/4) of the delegates present may adopt any motion, report or recommendation, or transact any other business by their affirmative vote without prior notice to the Board of Directors and chapter presidents.

In the event that a quorum is not present at the annual meeting for the election of Officers and Board of Directors, those delegates present at the Convention shall, however, have the power by a majority vote of all those delegates present and voting to elect the Election Committee's slate of Officers and non-officer members of the Board of Directors.

Section 7 - Voting

A chapter entitled to more than one delegate may send less than its allotted quota of delegates to a Convention, but the one or more delegates present may cast the same number of votes on all matters, including the election of Officers, as if the full number of delegates were present.

All of the votes of any absent delegates shall be cast in the manner determined by the majority of each chapter's delegates, present and voting, at the Convention. In the event of a tie vote as to how the absent vote shall be cast, the absent vote shall be divided equally. All remaining votes shall be vested to the Chair of the Chapter Delegation. Fractional votes shall not be counted.

Officers and non-officer members of the Board of Directors who are not delegates to any Convention shall have the right to speak to any issue on the floor, but shall not have the right to make or second a motion, nor have the right to vote.

Section 8 - Elections

The election of Officers shall be by ballot. The election of each Officer shall be by separate vote of the Convention in the order of: President, Vice President, Secretary and Treasurer. If there is only one nomination for any of the Offices, the Secretary shall declare the sole nominee elected and will instruct delegates present to delete the nominee's name and Office from the ballot. If there are two or more nominees for any of the Offices, voting shall be by written and separate ballot. Officers shall be elected by a majority vote of the delegates present and voting at the Annual Convention. When more than two candidates are nominated for one Office, and a majority vote is not obtained, the candidate receiving the lowest number of votes shall be dropped and balloting shall continue until a majority is obtained.

The election of non-officer members of the Board of Directors shall follow the election of the Officers. No person elected an Officer by any Convention may thereafter be nominated for or elected as a non-officer member of the Board of Directors at the same Convention.

Voting for non-officer members of the Board of Director shall be conducted by taking one (1) ballot of all persons nominated for a regular two (2) year term.

The appropriate number of persons which receives the greatest number of votes cast on the ballot of those delegates voting at the Annual Convention shall be declared elected. If less than the appropriate number of persons is nominated, then the vacancies in the remaining unfilled positions shall be deemed to have occurred. These vacancies shall be filled by the Board of Directors as herein provided. No non-officer member of the Board of Directors elected by the Annual Convention shall serve more than two (2) full consecutive elected terms. The newly-elected President, Vice President, Secretary, Treasurer and newly-elected non-officer members of the Board of Directors, after taking the Oath of Office, shall officially take office immediately following the close of the Convention with the words "adjournment sine die."

ARTICLE V

Officers

Section 1 - Titles and Terms of Office

The Officers of this Association shall be the President, Vice President, Secretary and Treasurer. The term of Office shall be two (2) years. An Officer may be reelected to successive two-year terms. All Officers shall serve until a successor is elected.

Section 2 - Special Recall Election

Whenever by a two-thirds (2/3) vote of the total membership of the Board of Directors any Officer serving in the first year of a two year term is deemed to be not properly performing the duties of that Office, the Board shall hold a special recall election regarding that Office at the next Convention.

Section 3 - Vacancies

Any Officer who retires from public employment shall be permitted to complete his term. Any Officer whose employment is terminated by layoff or job abolishment and who is appealing such action shall be permitted to serve until the next Convention, at which time the position shall be declared vacant and filled by the Convention delegates.

In the event that any Officer separates from public employment, the position shall automatically become vacant. Whenever a vacancy occurs in the Office of President the person holding the Office of Vice President shall move up to the Office of President.

If the Office of Vice President remains vacant by virtue of this procedure, it shall be filled by the remaining members of the Board of Directors from names submitted by chapters within (30) days from the date that the notice of the vacancy is mailed or otherwise given to the chapters. If, however, the Office of Vice President is vacated within ninety (90) days prior to the next Convention, chapter presidents and vice presidents shall be notified by the most

reasonable and appropriate means of written communication, and the vacancy shall be filled by the Convention delegates.

Whenever a vacancy occurs in either the Office of Secretary or Treasurer, that Office shall be filled by the remaining members of the Board of Directors from names submitted by chapters within thirty (30) days from the date that the notice of the vacancy is mailed or otherwise given to the chapters. If, however, either office is vacated within ninety (90) days prior to the next Convention, chapter presidents and vice presidents shall be notified by the most reasonable and appropriate means of written communication, and the vacancy shall be filled by the Convention delegates.

Section 4 – Remuneration

All Officers of this Association shall serve without remuneration.

Section 5 - Presidential Powers

In addition to all other powers and duties, the President shall: (1) preside at all meetings of the Convention and all meetings of the Board of Directors, executive Committee and Statewide Advisory Council; (2) exercise general supervision over all chapters of this Association; (3) have the final responsibility for the flow of information and educational programs to the chapters in the Association; (4) assure that the mandates of the Conventions, Board of Directors and Bylaws are observed; (5) appoint all Committees, unless otherwise provided for herein or by the Conventions; (6) be an ex-officio member of all Committees and Area Advisory Councils, except the Election Committee; (7) have the authority to temporarily appoint any member of the Association or staff to carry out the duties and responsibilities of the Executive Director should a vacancy occur in that position, said appointment being effective until such time as the Board of Directors shall hire a new Executive Director; and (8) submit a written report to the Annual Convention as to the progress of the Association and as to the President's official acts during the preceding year of office.

Section 6 - Officers' Powers

It shall be the duty of the (highest ranking) Vice President to act during the absence or disability of the President, and at such time shall be vested with duties and powers delegated by the President. Whenever, by a three-fourths (3/4) vote of the total membership of the Board of Directors, the President is deemed unable to perform the duties of that office, the Board shall charge the highest ranking Vice President with those duties. This charge shall be reviewed at least every sixty (60) days by the Board of Directors.

An Officer or non-officer Board member found to be acting contrary to the interests of the Association can be removed from the Board under the provisions of Maryland corporate law.

Section 7 - Restrictions on Treasurer

The Treasurer of MCEA shall be prohibited from concurrently serving as Treasurer or any Officer position in a Chapter or Area of MCEA.

ARTICLE VI

Board of Directors

Section 1 - Composition

The Board of Directors shall be composed of:

- (a) Officers – the four (4) Officers specified in Article V, Section 1;
- (b) Non-officers – eight (8) non-officer members;
- (c) Area Governors – one Area Governor from each of the five
- (5) designated geographical areas;
- (d) President of the Retirees Chapter;
- (e) Chair of the County Advisory Committee; and (f) Immediate Past President of the Association. The eight (8) non-officer members shall be divided into two (2) units of four (4) members each. Each unit is to be elected in successive years.

No member of the Board shall hold more than one Board position at the same time.

Section 2 - Term of Office

Non-officer members of the Board of Directors may be elected to successive full consecutive terms. A term of office is two (2) years.

Section 3 - Representatives

The Area Governors, the President of the Retirees Chapter, and the Chair of the County Advisory Committee shall attend all meetings of the Board of Directors and shall have the right to vote upon all matters transacted at these meetings. If any one of these elected officials is unable to attend any Board of Directors' meeting, said elected official shall designate a representative from the respective constituency, who is not a member of the Board of Directors, to act on behalf of the respective constituency. This representative shall have the same rights and privileges as are granted to the elected officials.

Section 4 - Vacancies

Whenever a vacancy or vacancies occur(s) in the non-officer member positions of the Board, as listed in Section 1(b) of this Article, except as a result of an election or other action at the Annual Convention, this position shall be filled by the person with the next highest vote for a Board position from the Annual Convention, provided that person received at least fifty percent (50%) of the number of votes cast for the Board position filled with the lowest number of votes.

In the event of a tie, any selection shall be made by lot. In the event that there are no candidates available, the vacancy shall be filled pursuant to this bylaw. The remaining members of the Board shall fill the vacancy or vacancies from the names submitted by chapters within thirty (30) days from the date that the notice of the vacancy is mailed or otherwise given to the chapters. The minutes of the chapter meeting at which the member received chapter approval shall be submitted with the nomination form provided by the Board of Directors. This vacancy or vacancies shall be filled by a majority vote of the members of the Board present and voting. When more than two (2) candidates are nominated for the vacancy or vacancies and a majority vote is not obtained, the candidate receiving the lowest number of votes shall be dropped until a majority is obtained. This process shall be subject to ratification by the next Annual Convention unless the term being filled expires at or before the time of the next Annual Convention. Any vacancy or vacancies occurring within ninety (90) days prior to the Annual Convention shall not be filled by the

Board. Chapter Presidents shall be notified by the most reasonable and appropriate means of written communication, and the vacancy or vacancies shall be filled by the delegates to that Convention. In the event that a non-officer member of the Board of Directors separates from public employment, the position shall automatically become vacant.

In the event that a non-officer member of the Board retires before the end of his term, that member shall be permitted to complete his term. This vacancy shall then be filled by the delegates to that Convention. If a non-officer member of the Board of Directors separates from public employment due to a layoff or job abolishment and that action is being appealed, the Board member may serve until Sine Die of the next Convention. This position then becomes vacant and shall be filled by the delegates to that Convention.

Section 5 - Disciplinary Action

The absence of any Board of Directors member from either: three (3) consecutive meetings of the Board or three (3) non-consecutive regularly scheduled meetings of the Board within each twelve (12) month period, commencing from the date an Office is assumed, shall be deemed to create a vacancy. Regularly scheduled meetings are those meetings scheduled at least thirty (30) days in advance.

The position of Area Governor or Chair of the County Advisory Committee shall be deemed vacant also, if the individual occupying any of these positions is removed from the Board due to absenteeism, unless the Area Vice Governor or County Advisory Committee Vice Chair attends and represents the Area or County Advisory Committee at the Board meetings as a substitute for the Area Governor or County Advisory Committee Chair.

Upon presentation of documentation, which the Board of Directors determines is appropriate, the Board may excuse the Board member from a particular Board meeting. These absences shall not constitute an absence for purposes of disciplinary action described in this section.

Section 6 - Immediate Past President

The Immediate Past President of the Association must have served as President of the Association for at least one (1) year. The Immediate Past President shall be a member of the Board of Directors and shall have the right to vote and be counted in determining a quorum. The absence of the Immediate Past President from either three (3) consecutive meetings of the Board or three (3) non-consecutive regularly scheduled meetings of the Board within each twelve (12) month period, commencing from the date this Office is assumed, shall be deemed to create a vacancy; however, upon presentation of illness, which in the sole discretion of the Board of Directors is adequate, the Board may allow up to two (2) excused absences for medical reasons, and these absences will not be counted for purposes of disciplinary action described in this section. Regularly scheduled meetings are those meetings scheduled at least thirty (30) days in advance. In the event that a vacancy does occur, it shall be filled by the most recent available Past President.

Section 7 - Duties and Powers

Subject to the Convention, the Board of Directors shall be the governing body for and direct the policies of the Association. It shall employ and determine the compensation and duties of Legal Counsel and the Executive Director. All matters affecting the policies and means of accomplishing the objectives of this Association, not otherwise provided for in these Bylaws or by the Convention, shall be vested in and disposed of by the Board of Directors. The Board shall meet at the call of the President, but not less than eight (8) times in a calendar year.

Special meetings may be called by the President, or shall be called by the written request of the majority of the Board of Directors. Within 24 hours after the requests of the majority have been received at Headquarters, a written notice

of the special meeting shall be sent to each Board member. The meeting shall be held within seven (7) days of the date of the written notice. Fifty percent (50%) of the total Board members shall constitute a quorum. All action taken by the Board shall be by a majority of those members of the Board present and voting, except as otherwise provided for in these Bylaws.

The concurrence of at least six (6) members of the Board of Directors shall always be necessary for the transaction of business. The employment of the Executive Director shall be by a majority vote of the total membership of the Board. The termination of the employment of the Executive Director shall be either by a recommendation from the President and a majority vote of the total membership of the Board or, in the absence of a recommendation from the President, by a two-thirds (2/3) vote of the total membership of the Board.

It shall be the duty of all members of the Board of Directors to attend Conventions, unless excused by the President. All Board members shall be seated on the floor of the Convention whether or not they are chapter delegates. Each Board member attending the Convention shall be prepared to report upon, and discuss, the business of the Association handled by the Board of Directors, to any member present at the Convention.

The Board of Directors shall cause a report of each Board meeting to be mailed to each chapter president for dissemination to chapter members. The report shall include motions and actions taken on the motions.

ARTICLE VII

Executive Director

The Executive Director is responsible for the administration of MCEA, the supervision of MCEA staff, and for personnel administration. The Executive Director shall be supervised by the President of MCEA and directed by the Board of Directors. This authority and the duties and responsibilities of the Executive Director are set forth in these Bylaws, the Board of Directors Policy Manual, any contract between MCEA and the Executive Director, and the job description for this position as approved by the Board of Directors.

ARTICLE VIII

Committees

Section 1 - Standing Committees

The standing committees of the Association shall be Budget, Bylaws, Convention, Internal Audit, Legislative, Membership, Memorial Scholarship, Election, Executive, County Advisory, and Grievance Hearing. The President shall appoint all members to the standing committees, with the exception of the Election, Executive, and County Advisory Committees, within thirty (30) days after taking office. The remaining standing committees shall be selected in accordance with Sections 2 through 5 of this Article.

Section 2 - Executive Committee

The President's advisory committee shall be known as the Executive Committee. This committee shall be composed of the President, the Vice President, the Secretary, the Treasurer, the Immediate Past President, and two (2) other members of the Board of Directors, elected for a one (1) year term by the Board at the first Board meeting following

the Annual Convention. The Executive Committee may call upon other members of the Board, members-at-large and employees to act as advisors to the Committee. These advisors shall not have the right to make motions or vote.

The President shall serve as the Chair of the Executive Committee. Meetings shall be called by the President.

Five (5) members shall constitute a quorum. All action taken by the Executive Committee shall be by majority vote of those members present and voting.

The Executive Committee shall exercise such duties and functions as delegated to it by the Board of Directors. The Executive Committee shall not modify or act contrary to any actions taken by the Board of Directors or the Convention. The committee shall not act contrary to the Bylaws nor act contrary to any policies or directives of the Board or the Convention. All actions of the Executive Committee shall be reported to the Board of Directors at its next scheduled meeting. All actions and minutes of the Executive Committee shall be furnished to the Board of Directors on or before the Monday immediately preceding the next scheduled meeting of the Board, unless the Executive Committee shall meet subsequent to said Monday. In that event, all actions and minutes shall be presented at the next meeting of the Board.

Section 3 – Election Committee

This Committee shall be responsible for the managing of elections for the Officer and non-officer Board of Directors which are to be elected at the Convention. An official notice, by the most reasonable and appropriate means of written communication, shall be sent to each chapter president on or before February 1st each year notifying each chapter of the positions to be filled at the next Annual Convention.

The Committee shall be composed of seven (7) members who shall be one (1) non-officer member of the Board of Directors elected by the Board at a fourth-quarter meeting; one (1) member at-large who is not on the Board of Directors, to be appointed by the President; and one (1) chapter president, who is not on the Board of Directors, from each of the five (5) geographical areas to be elected by the Area Advisory Councils at their fourth- quarter meetings. The Committee Chair shall be selected by the Election Committee at its first meeting to be held on or before February 1st of each year. The President shall convene the first meeting of the Election Committee. The Committee Chair is ineligible to run for office at that year's Convention.

The Committee shall be responsible to gather nominations submitted by the chapters, verify the supporting documentation submitted therewith, and forward the certified slate of candidates to the Board and the membership in advance of the annual convention.

Nominations for officer and non-officer positions can only be made by the chapter of which the nominee is a member. The minutes of the chapter meeting at which the member receives this approval shall be submitted to the Election Committee with the required nomination form. All chapter minutes submitted in support of any nomination shall comply with the following requirements: Chapter minutes shall indicate that a motion to nominate a member was made, seconded and passed; a chapter may nominate any Association member to no more than two (2) positions on the Board; there must be a separate motion by the chapter for each Officer or non-officer position for which the member is nominated.

Members who do not belong to a chapter may be nominated by an Officer or member of the Board of Directors, if the Board, after due inquiry, determines that it is advisable to allow such nominations.

The Election Committee shall accept all nominations which are received at Association Headquarters, by certified mail only, postmarked on or before April 1st of each year, and shall be opened by the Chairperson of the Election Committee. After the slate of candidates has been certified by the Election Committee, it shall be presented to the

President. The President shall ensure that the slate is mailed from Headquarters on or before May 15th, to each member of the Board of Directors and each chapter president in order that the chapters' delegates may be informed of the slate of candidates. The slate shall be presented to the Annual Convention by the Chair of the Election Committee or another member of the Committee whom the Chair may designate.

Any qualified delegate may submit nominations from the floor of the Convention for Officers and/or non-officer positions on the Board of Directors provided that certain conditions are met. Prior to submitting any nomination(s) from the floor, a delegate must have received the prior written approval of his chapter, which was obtained at a duly authorized chapter meeting and filed with the Election Committee, by certified mail only, postmarked no later than 30 days prior to convention. Each nomination from the floor must be accompanied by a statement signed by the nominee indicating willingness to serve, if elected, in the nominated position, unless the nominee is present and gives verbal consent.

Section 3a. Credentials Committee

The President shall accept all nominations and appoint a Credentials Committee, subject to the approval of the Convention, to conduct the elections. The Credentials Committee shall be responsible for distributing the ballots, tabulating votes, and certifying the results of the elections to the Convention delegates. After all nominations are closed on a particular ballot, if there are two (2) or more nominees for any Office or if there are more nominees seeking election to the Board of Directors than there are vacancies, the Chair shall permit each nominee to speak on his own behalf for a period of three (3) minutes. A reasonable period of time shall be permitted for delegate caucusing. This period of time shall be no more than five (5) minutes.

Section 4 - County Advisory Committee

This Committee shall be composed of the presidents of the county chapters and interested members of the county chapters. Each chapter shall have one vote. The Committee shall meet at least two (2) times each year, at other times as directed by the President, or upon request of the Committee and the approval of the President. The Chair and the Vice Chair of the County Advisory Committee shall be elected annually by the county chapters at a meeting of the Committee convened by the President following the Association's Annual Convention, but no later than October 31st.

In the event that the Chair of the County Advisory Committee separates from public employment, the position shall automatically become vacant. In the event of retirement from public employment, the Chair of the Committee shall be permitted to complete the term of office. Whenever a vacancy occurs in the office of the Chair of the County Advisory Committee, the Vice Chair shall automatically move up to this position.

The duty of the County Advisory Committee is to advise the Association of problems within the counties and to present to the Board of Directors any action, plan or program which, in the opinion of a majority of the Committee members present and voting, shall be in the best interests or welfare of both the general or county membership.

The Chair of the Committee or, in his absence, the Vice Chair of the Committee shall present all action of the Committee to the Board of Directors for its consideration. If both the Chair and the Vice Chair of the Committee are unable to attend a Board meeting, the Chair of the Committee shall designate a representative from the Committee who is not a member of the Board of Directors. The Chair of the Committee is expected to adhere to the same attendance requirements as any other member of the Board of Directors. If, for reasons of non-attendance, the Chair of the Committee is removed from the Board of Directors, representation responsibility is assumed by the Vice Chair.

Section 5 - Grievance Hearing Committee

This Committee shall be composed of five (5) members who shall be two (2) non-officer members of the Board of Directors, two (2) members-at-large and one (1) Officer. Members and the Chair of the Committee shall be appointed annually by the President on or before January 1st. The function of the Committee shall be to serve as an appeal body for members of the Association regarding issues arising during the course of grievance or disciplinary appeal representation by the Association, pursuant to the grievance hearing procedures approved by the Board of Directors. All recommendations of the Grievance Hearing Committee shall be referred to the Board of Directors for final disposition.

Section 6 - Special Committees

Other special committees shall be appointed by the President, as the Board, membership or President shall deem necessary to fulfill the objectives of MCEA.

Section 7 - Committee Reports

The Committee Chair or his/her designee of all non-standing committees appointed by the President shall report committee recommendations to the President or his/her designee. The President shall make the report a Board agenda item within sixty (60) days of the date-stamped receipt of the report. If the President desires, the Committee Chair or his/her designee shall be present when the report is discussed before the Board. Should the above process not be followed, no valid or enforceable actions, positive or negative, may be taken on a non-standing committee report.

ARTICLE IX

Area Advisory Councils

Section 1 - Determination of Areas

There shall be five (5) areas whose boundaries shall be determined by the Board of Directors.

Section 2 - Composition

The Area Advisory Councils shall be composed of the presidents of each of the chapters in the Area, or their duly authorized representatives, and the Immediate Past Area Governor. Chapter presidents who are members of the Board of Directors shall also be members of the Advisory Council.

Section 3 - Area Officers

Each Area shall have a Governor, Vice Governor and Secretary. The Area Governor shall be a current or past chapter officer or a past Area officer; the Area Vice Governor shall be a current or past chapter officer or a past Area officer. The Area Secretary shall be appointed by the Area Governor and shall be a member of a chapter within the Area.

Section 4 - Elections

The Governor and the Vice Governor shall be elected during the fourth calendar quarter of odd-numbered years.

Section 5 - Vacancies

Whenever a vacancy occurs in the office of Area Governor, the Vice Governor shall automatically move up to this vacated position. Whenever a vacancy occurs in the office of Vice Governor, this position shall be filled by vote of the members of the Area Advisory Council at its next scheduled meeting. In the event that either the Area Governor or Vice Governor separates from public employment, the position shall automatically become vacant.

In the event that either the Area Governor or Vice Governor retires from public employment, the opportunity shall be given to serve in that office until the adjournment of the Area meeting held in the fourth calendar quarter of the year in which the retirement becomes effective. This vacancy shall be filled by the chapter representatives at that Area meeting.

Section 6 - Duties

Chapter presidents who are unable to attend any meeting of the Advisory Council shall designate a representative, preferably the chapter vice president, to attend these meetings. These representatives shall have the same rights and privileges on the Council as would the chapter president. The Area Governor or Vice Governor shall attend all meetings of the Board of Directors and have the right to vote upon all matters transacted at these meetings. If both the Area Governor and Vice Governor are unable to attend a Board meeting, the Area Governor shall designate a representative from the membership of the Council who is not a member of the Board of Directors to act on behalf of the membership of the Council. Each Area Advisory Council shall meet at least quarterly, or at the call of the President.

The duty of each Area Advisory Council is to advise the Association of problems within the Area. The Advisory Council is to present to the Board of Directors any action, plan or program which it considers to be in the best interests of or for the welfare of the general and/or Area membership. These actions, plans or programs shall be deemed recommendations to the Board and, before presentation to the Board, shall have received a majority vote of the Advisory Council members present and voting. These recommendations shall be presented to the Board by the Area Governor. The Board of Directors shall act upon the recommendations from Area Advisory Councils as it would a motion from any Board member. The Area Governor of the Area making the recommendation shall be notified immediately by the Secretary or Legal Counsel of any action by the Board. If, in the opinion of the Area Advisory Council, the action of the Board is unfavorable or is unsatisfactory, and the Advisory Council wishes to have the action of the Board overruled, it may take this matter to the Association membership for a vote at the next Convention. If the Board fails to act on a recommendation from an Advisory Council, the Council may also take this matter to the membership of the Association for a vote at the next Convention.

ARTICLE X

Statewide Advisory Council

Section 1 - Composition

The Statewide Advisory Council shall be composed of the presidents of all chapters or their duly authorized representative(s) and the Board of Directors.

Section 2 - Meetings

The President of the Association shall call at least one (1) Statewide Advisory Council meeting per year. This meeting shall be held immediately after the Maryland General Assembly has adjourned.

Section 3 - Duties

It shall be the duty of the Council to advise the President and the Board of Directors of: (a) continuing problems affecting the membership, and (b) new or potential threats to the membership. In addition, it shall be the duty of the Council to recommend to the President possible solutions to problems and more effective means of servicing the membership. Council recommendations must receive a majority vote of the Council members present and voting in order to be considered by the Board of Directors. At the next regularly scheduled meeting of the Board of Directors following the Statewide Advisory Council meeting, the President shall present those recommendations to the Board of Directors. Recommendations receiving favorable action by the Board shall be included in the President's Report to the next Annual Convention. Those receiving unfavorable action by the Board shall be placed as items under New Business on the agenda of that Convention for further consideration by the delegates.

ARTICLE XI

Local Chapters

Section 1 – Authorization

This Association may have such chapters as the Board of Directors deems most advantageous to the welfare of the Association. Each chapter shall be known as the _____ Chapter of the Maryland Classified Employees Association, Inc. In addition, each chapter shall have a number which shall be designated by the Executive Director.

Section 2 - Size

A chapter may be formed by eight (8) or more members of the Association, subject to the approval of the Board of Directors.

The Board of Directors shall have the authority to revoke or suspend any chapter when a chapter has less than eight (8) members for four (4) consecutive quarters.

To be a chapter in good standing at the time of the official notice for the call of a convention, the chapter shall have at least eight (8) members in two (2) or more quarters in the past four (4) quarters as shown on the last four quarterly rosters at the Association Headquarters. Chapters formed during the last two (2) quarters preceding the Convention shall be considered a chapter in good standing.

Section 3 - Rosters

When a chapter has been organized, a complete list of the Social Security numbers, names and addresses of its members shall be submitted by the chapter to the Association's Headquarters.

Thereafter, any changes to this information shall also be submitted. No member may be added or transferred to any chapter, including the retirees chapter, without their knowledge and consent.

Section 4 - Bylaws

Each local chapter shall adopt bylaws which shall be submitted to the Association for approval by Legal Counsel. Once approved, a copy of the chapter's current bylaws shall be kept on file at Association Headquarters. Chapter bylaws may be revised as needed and shall become effective upon approval by Legal Counsel. In the event of conflict between the Association Charter and/or these Bylaws and the charter and/or bylaws of any chapter, the provisions of the Association Charter and/or the Association Bylaws shall always prevail. If chapter bylaws are not on file, then model bylaws, as contained in the Chapter Officers Manual, shall prevail until such time as effected chapters submit bylaws to Legal Counsel for approval.

Section 5 - Chapter Officers

Each chapter shall elect officers as outlined in the bylaws. These officers, whether elected or serving in a temporary acting capacity, shall be members of the chapter in which the office is held. The Board of Directors may grant exceptions where the best interests of the Association and/or chapter will be served.

Section 6 - Meetings

Each local chapter shall hold a minimum of four (4) chapter meetings per year. There shall be at least one (1) meeting each calendar quarter. This provision, together with a provision for reasonable notice to members, shall be included in the constitution and bylaws of each chapter. In addition, it shall be the responsibility of the chapter president or, in his absence, the chapter vice president to call chapter meetings in accordance with these Bylaws. Chapter officers, upon accepting the oath of office, shall officially assume office immediately following the close of the Convention with the words "adjournment sine die."

Section 7 - Funds

Each local chapter may raise funds and make expenditures for chapter purposes. All fund-raising and expenditures must be consistent with the Charter of the Association, these Bylaws, and the constitution and bylaws of the chapter. If the fund-raising measures employed by a chapter, or the expenditures or proposed expenditures of a chapter should be questioned by any member, the matter shall be submitted to the Board of Directors of the Association. The decision of the Board shall be final and binding upon all parties concerned. Prior to submitting such a matter to the Board of Directors, it shall first be considered by the chapter officers.

In the event that the chapter officers fail to take appropriate action promptly, the chapter members shall decide whether the matter should be referred to the Board of Directors, or whether it may be properly disposed of by the chapter.

Each chapter having funds in excess of two-hundred dollars (\$200.00) at any time, shall maintain said funds in an accredited financial institution. All expenditures shall be made from said account and said account shall be accessible only with two chapter officer signatures on each transaction. Such measures shall establish a safe depository for the funds, and a record of all deposits and withdrawals there from.

If the President or the Board of Directors should determine that the funds of any chapter are being or may be misused, or for any reason are in jeopardy, the President or the Board of Directors may impound and hold said funds in the name of the Association, pending the resolution of the matter to the satisfaction of the Board of Directors.

In the event that any chapter should disband or for any reason cease to be an active chapter of the Association in good standing, all of the funds of said chapter shall belong to, and be the property of, this Association. The Board of Directors may take, or authorize the taking of, such action as may be determined necessary to protect these funds, and to see that they are paid over to the Association's treasury. The Board of Directors shall be empowered to adopt such rules and regulations as it may deem necessary for the raising and handling of chapter funds, for the accounting

of chapter funds and for the handling of any complaints brought under this Section. All chapter bylaws, constitutions and/or charters shall contain adequate reference to, and acknowledgement of, the provisions of Section 7 of Article XI. Accounts and chapter records shall always be available for audit by the Association's Internal Audit Committee.

Section 8 - Contractual Restrictions

No chapter shall enter into any contract or agreement of any nature which purports to be binding upon the Association without prior written approval of the Board of Directors.

Section 9 - Discipline

In the event the chapter officers fail to hold at least four (4) chapter meetings per year, as required by these Bylaws, the President shall have the authority to suspend these chapter officers. After it is determined that two (2) or more quarterly meetings have not occurred, the Executive Director shall direct appropriate staff to investigate the nature of the difficulty and provide assistance in rectifying problems as they are able. After the results of a staff investigation are presented to the Board, the Board may declare any of these offices vacant. Thereafter, the Executive Director shall have the responsibility for calling a chapter meeting and reactivating the chapter by a method approved by the Board of Directors. The Board of Directors shall have the authority to revoke or suspend any chapter when it determines that the chapter has acted in a manner that is detrimental to the best interests of this Association or in violation of these Bylaws.

Notification of the decision of the Board shall be sent by certified mail to those chapter officers whose names are on record at the Association's Headquarters at the time of notification.

If any disciplinary actions are taken against any chapter, the Board shall submit a written report of the full facts to the Convention and shall furnish the chapter with a copy of the report within thirty (30) days prior to the Annual Convention.

Section 10 - Appeal of Discipline

Any chapter or chapter officer(s) against whom disciplinary action has been taken by the Officers of the Association shall have the right to appeal this action to the Board of Directors. Notification of the intent to appeal such action shall be made by the chapter or chapter officer(s) in writing to the Association within ten (10) working days after the chapter or chapter officer(s) have been advised of the disciplinary action. Notification of the decision of the Board of Directors shall be sent by the most reasonable and appropriate means of written communication within sixty (60) days after receipt of the appeal. The chapter or chapter officer(s) shall have the right to appeal this decision or any other discipline by the Board of Directors to the Convention. Notification of the intent to appeal to the Convention shall be made in writing to the Association within ten (10) working days after the chapter or chapter officer(s) receives the decision of the Board by the most reasonable and appropriate means of written communication. The written intent to appeal may not be received at the Association's Headquarters less than ten (10) working days before the Convention.

ARTICLE XII

Retirees Chapter

Section 1 – Authorization

The chapter shall be known as the Retirees Chapter No. 152 of the Maryland Classified Employees Association, Inc.

Section 2 - Objectives of the Retirees Chapter

- A. To support the aims and general objectives of the Maryland Classified Employees Association, Inc., hereinafter referred to as the parent organization.
- B. To inform retirees regarding anything that may pertain to members of the parent organization.
- C. To advise its members on any retirement problems.
- D. To protect the rights of its members under the retirement laws.

Section 3 - Membership

Any retired public employee who is a member of the parent organization or who is eligible for membership therein, and has retired from public service, may become a member of the Retirees Chapter upon payment of dues to the parent organization. No member may be added or transferred to any chapter, including the retirees chapter, without their knowledge and consent.

Section 4 - Other Provisions

Provisions of Article XI apply unless otherwise noted.

ARTICLE XIII

Revenues

Section 1 - Determination of Dues

- A. The dues of this Association shall be determined or affirmed for all classes of membership at each Annual Convention or at any convention specifically called for that purpose. This matter must be placed on the agenda of all Annual Conventions.
- B. Effective January 1, 2013, the dues for active employee members shall be \$15.25 bi-weekly or its equivalent. Dues shall be paid by payroll deduction or in the case of members not having access to payroll deduction, by payment in response to a billing from the Association. Effective January 1, 2013, dues for active retiree members shall be \$36.00 per year. Effective January 1, 2013, dues for surviving spouse shall be \$36.00 per year. Dues for continuing membership shall be at the rate of \$10.00 per year. Dues for associate membership - (i) non-public employees shall pay \$5.00 per year: (ii) all others shall pay one-half (1/2) the amount as paid by active employee members. These dues shall be paid by payroll deduction or in such manner as may be determined by the Board of Directors. One dollar (\$1.00) of each member's dues, with the exception of associate members, shall entitle the member to receive all official publications of the Association.

Any MCEA member who is called to active duty by the U.S. Military Service, and is caused to be on leave without pay from State, county or municipal service, shall have his or her MCEA dues suspended from the time of his or her last full payroll check until he or she returns to the active payroll.

C. A member successfully represented by MCEA in a termination case shall reimburse the Association the dues for the period of time the member was separated from his/her position.

D. A written, condensed MCEA Treasurer's report shall be available at the Area Advisory Council meetings.

Section 2 - Assessments

Special funding for a specific purpose may be raised through a special assessment levied in addition to members' dues. The need for such an assessment shall be determined at a convention specifically called for this purpose. Such a convention shall also determine the amount of the assessment, the method by which the assessment shall be collected and the duration of the time period during which the assessment shall be collected.

Section 3 - Chapter Rebate

Active employee chapters shall receive a 10 percent (10%) rebate of all dues of their active employee and active retiree members collected by the Association. The Retirees Chapter shall receive a 10 percent (10%) rebate of all dues of its chapter members collected by the Association. All rebates shall be payable on a quarterly basis, in May, August, November and February.

The amount to be paid will be based on the Association's records at the close of each calendar quarter, but contingent upon the chapter's full compliance with Article XI, Section 6.

In addition, to assure timely payments, a completed chapter meeting form for the quarter must be submitted to and received by Headquarters not later than the 20th of the month succeeding the close of the calendar quarter. In the event that any chapter fails to comply with the provisions set forth by this Section for two (2) or more successive quarters, no rebate shall be payable to that chapter unless chapter officer(s) appear before the Board of Directors to present an explanation for the chapter's non-compliance and evidence that the reasons for non-compliance are being rectified. The Board of Directors shall have discretion to grant up to two (2) quarterly rebates. If the explanation is not accepted, all monies being held by the Association as a rebate for that chapter shall revert to the general fund of the Association.

Section 4 - Check Authorization

All checks drawn against any funds of the Association shall be signed by any one of the following: President, Vice President, Legal Counsel or Executive Director, and must be countersigned by the Treasurer or Secretary or some other person to whom such authority shall have been delegated by the Board of Directors. Payment of bills shall first be approved by the Executive Director.

Section 5 - Spending Limitation

The Association shall not expend funds in excess of its income for any fiscal year without the approval of the Convention.

ARTICLE XIV

Financial Review

Section 1 - Annual Audit

The Association's corporate books and records shall be audited annually by an external Certified Public Accountant. Auditing of any chapter or any group of the Association shall be made as required under Article XI, Section 7 of these Bylaws.

Section 2 - Internal Audit Committee

There shall be an Internal Audit Committee appointed by the President. This committee shall review the financial records of not less than six (6) chapters selected at random, annually. An annual report shall be presented to the Convention.

Section 3 - Budget Committee

The President shall appoint the Budget Committee at the first meeting of the Board of Directors following the Annual Convention. This Committee's duties shall be delegated by the President.

Section 4 - Fiscal Year

The fiscal year shall be January 1st through December 31st.

ARTICLE XV

Official Publication

Section 1 - Name

"The Maryland Classified Employees Association News" (MCEA NEWS) shall be an official publication of this Association, and title of same shall be vested in the Maryland Classified Employees Association, Inc.

Section 2 - Determination of Policy

The President and Executive Director shall determine the policy of the "The Maryland Classified Employees Association News" (MCEA NEWS) and any other periodicals published subject to the policy as may be outlined and approved by the Board of Directors.

Section 3 - Distribution

A copy of an official publication shall be furnished to each member in good standing. In addition to members, the Executive Director shall determine to whom an official publication may be supplied.

ARTICLE XVI

Corporate Seal

The Association shall have a corporate seal consisting of two concentric circles with the wording: "Maryland Classified Employees Association, Inc., Maryland 1936" printed therein. The seal shall be used in accordance with, and for the purpose provided by, the applicable laws of the State of Maryland.

ARTICLE XVII

Amendments

These Bylaws may be amended by a majority vote at any convention at which a quorum is present, provided that the proposed amendments have been submitted to the Bylaws Committee of the Association not less than ninety (90) days prior to the date of the Convention.

These amendments shall be included in an official publication and mailed to the members of the Association at least thirty(30) days prior to the Convention. By a vote of three-fourths (3/4) of that convention, at which a quorum is present, additional amendments to these Bylaws may be considered, even though they have not been submitted or published as provided herein. No Article or Section of these Bylaws shall be retroactive.

ARTICLE XVIII

Effective Date

These Bylaws, as enacted and amended, become effective at adjournment Sine Die of the Convention at which they are enacted and amended, unless otherwise noted.

Newly enacted Bylaws shall be published to the MCEA membership no later than January 1 immediately following the Convention at which they are enacted.