

SUBMITTED BY: JFS Chapter 2599

SUBJECT: Article IV – Board of Directors; Section 12

RATIONALE: To correct current language as there is no mention of expenses in the State By-Laws Article II, Section 1(E); it is mentioned in Section 1(F).

BE IT RESOLVED THAT ARTICLE IV OF THE OCSEA STATE CONSTITUTION BE AMENDED AS FOLLOWS:

Article IV - Board of Directors

Section 1. Composition of Board

(A) The Board of Directors shall consist of the state officers of the Union, one representative from each district for each one/twenty-fifth (1/25th), or major fraction thereof, of the total active Union members in the state but no less than two (2) representatives from each district and one retiree representative.

(B) The number of members eligible for election to the Board of Directors shall be limited to one person from either a governmental entity or Chapter in the district in which the Chapter is located.

(C) No vacancy shall exist by virtue of a failure of a District to elect the number of Board of Directors members to which it is entitled. In the event such a failure occurs, a non-voting District Representative shall be selected pursuant to Board Policy.

(D) If a state bargaining unit, or aggregation of local government bargaining units, consisting of at least one/twenty-fifth (1/25th) of the total active membership is not represented by an officer or member of the Board, a special Board seat shall be added to the Board and shall be filled by election by the Board from among nominees who are active members in such bargaining unit. Procedures for such election shall be the same as those used to fill a vacancy on the Board.

Section 2. Powers of Board/Source

The Board of Directors shall be the governing body of the Union between conventions.

Section 3. Qualifications for Board Membership

(A) Only such employees who are active members of the Union for a period of at least two (2) continuous years immediately prior to election or appointment shall be eligible for election or appointment to the Board of Directors.

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25 (B) Board of Directors members must be employees within jurisdictions represented
26 by OCSEA in order to run for the Board, be appointed or elected to any state office or seat on the
27 Board of Directors, to maintain their seat on the Board, or to maintain their office. The only
28 exception would be a retiree sitting on the Board specifically representing retirees.

29 (C) No potential candidate shall be nominated, elected or appointed for a seat on the
30 Board of Directors in the Union if after conviction for a felony, it is less than five (5) years after
31 completion of the sentence and/or the probation for said felony.

32 (D) Affiliation with a competing labor organization shall disqualify a member from
33 nomination, election, appointment to or maintenance of a seat on the Board of Directors.

34 **Section 4. Board Districts**

35 The districts of the Union, for the purpose of electing Board of Directors members, shall
36 be as defined in the State By-Laws Article II, Section 4. In so doing, consideration shall be given
37 to the relative number of members residing in such districts.

38 **Section 5. Election to the Board**

39 (A) The authority for the conduct of Board of Directors' elections is defined in the
40 Constitution. All active members shall vote in the district which contains the Chapter to which
41 the member is assigned, regardless of their place of residence.

42 (B) An outside accounting firm shall be hired to handle all district elections to the
43 Board of Directors. It shall be the responsibility of said firm to prepare the ballot, mail to
44 member's address, collect, tabulate, and certify the results of election to the officers and all
45 Board of Directors members, as well as all candidates. The firm shall be selected by the Board of
46 Directors. Ballots shall be mailed to a member's address and shall be returned to the selected
47 firm within 20 days. The ballots shall include the last acceptable postmark date by which ballot
48 must be returned.

49 **Section 6. Declaration of Vacancy**

Committee Assign _____ Committee Recommend _____ Convention Action _____ Requires 2/3 Vote

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BE IT RESOLVED THAT ARTICLE IV OF THE OCSEA STATE CONSTITUTION BE AMENDED AS FOLLOWS:

(A) Any officer, or Board of Directors member, or presidential appointee, who fails to attend two consecutive regular Board meetings without excuse and/or submitting, prior to a board meeting, a written reason acceptable to the Board, shall be deemed to have vacated the office.

(B) Positions on the Board of Directors shall be elected in the following manner:

(1) One-half (as nearly as possible, the exact number to be determined by the Board of Directors) shall be elected for a three (3) year term or until successors are elected, qualified and installed, said term to commence with the next regular Board of Directors meeting.

(2) One half (the remaining half) shall be elected for a three (3) year term or until successors are elected, qualified and installed, said term to commence with the next regular Board of Directors meeting.

(3) In accordance with Section 6(B)(1) and (2) above the terms shall be as follows:

<u>YEAR ELECTED</u>	<u>TERM EXPIRATION</u>
2016	2019
2017	2020
2018	No elections held
2019	2022
2020	2023

Section 7. Term of Office

All persons elected to positions on the Board of Directors shall serve a three (3) year term.

Section 8. Vacancy in Office

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BE IT RESOLVED THAT ARTICLE IV OF THE OCSEA STATE CONSTITUTION BE AMENDED AS FOLLOWS:

74 A vacancy in office shall exist whenever a Board of Directors member is removed for
75 just cause or is involuntarily off the public payroll in excess of ninety (90) days, for other than a
76 medical leave of absence. No vacancy shall exist by virtue of illness, job abolishment, transfer,
77 layoff or any austerity program, or while any appeal of an employer action is in progress.
78 However, this section in no other way alters the qualifications for Board membership as provided
79 in the State Constitution Article IV, Section 3(B) upon expiration of such member's term. In the
80 event of a leave of absence, an appropriate period may be recommended by the Judicial and
81 Internal Affairs Committee and then may be approved by the Board of Directors.

82 **Section 9. Board Meetings/Quorum**

83 A majority of the Board of Directors shall constitute a quorum for the purpose of
84 conducting and transacting business. Meetings of the Board of Directors shall be held bi-monthly
85 at such times and places as it may determine. Special meetings may also be called as provided
86 for in the State By-Laws Article II, Section 2.

87 **Section 10. Corporate Action**

88 Members of the Board of Directors shall constitute the Board of Trustees as provided in
89 the statutes for the purpose of corporate action.

90 **Section 11. Notice of Board Members to Subordinate Bodies**

91 After the Board of Directors' election, the Secretary-Treasurer shall publish in the
92 OCSEA Publication and send a list of the names, addresses, districts served, and department by
93 which employed, of all members of the Board of Directors and the state officers to the president
94 of each Chapter, Assembly and District Council.

95 **Section 12. Board Expenses**

96 Expenses for Board of Directors members shall be paid by the Union. Expenses incurred
97 by Officers, Board of Directors members, Board Committees and Committee members, and
98 those serving on such Union bodies, as well as those officers and agents of all Subordinate Union

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99 bodies, shall be reimbursed in the manner set forth in the State By-Laws Article II, Section
100 1(~~EF~~).

101 No expenses for Board of Directors or officers shall be paid without a receipt or adequate
102 explanation in writing. Records of expenses for Board of Directors and officers shall be retained
103 on file at OCSEA's Central Office for members' viewing during normal business hours.

104 **Section 13. Recall of Board Members**

105 Any Board of Directors member except the President, Vice President or Secretary-
106 Treasurer may be recalled by an affirmative vote of two-thirds (2/3) of the members of that
107 district voting. The recall shall be conducted pursuant to OCSEA State By-Laws Article X.

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