



**ARTICLES OF ASSOCIATION & BYLAWS
VERMONT STATE EMPLOYEES' ASSOCIATION, INC**

A Non-Profit Corporation Owned and Operated by the Members It Serves

These Articles of Association and Bylaws are those in effect for the **2025-2026** year, and subject to amendment by the membership of the Vermont State Employees' Association, Inc. in accordance with the provisions of Article Ten (10) of the Articles of Association and Bylaw Twenty-two (22).

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**VERMONT STATE EMPLOYEES' ASSOCIATION, INC.
ARTICLES OF ASSOCIATION AND BYLAWS APPROVED AT
THE SEPTEMBER 7, 2024 ANNUAL MEETING**

ARTICLES OF ASSOCIATION

ARTICLE ONE: Name

We, the subscribers of full age, hereby associate ourselves together as a Corporation under the laws of the State of Vermont, to be known by the name of VERMONT STATE EMPLOYEES' ASSOCIATION, INC., hereinafter referred to as "VSEA" or "corporation". The principal office of VSEA shall be located in Washington County, Vermont.

ARTICLE TWO: Purpose

Sec. 1: The purpose of this Association shall be:

- (a) To act for any part of or all the active members (hereinafter described) of this Association as their collective bargaining agent pursuant to the provisions of Vermont and/or federal statutes and/or other applicable provisions of law, if and when certified to do so by the Vermont Labor Relations Board or National Labor Relations Board;
- (b) To provide a medium through which these employees may express their views relative to their employment, tenure, compensation, legislative initiatives, and retirement;
- (c) To effectuate constructive efforts of these employees with all divisions, departments and branches of state government and the state colleges on general matters relating to employment for the mutual benefit of the State of Vermont, the state colleges and their employees;
- (d) To promote good will and fellowship among the employees of the State of Vermont, and of Vermont State Colleges as defined in 16 VSA 2171, or any other employee upon application to and approval by the Board of Trustees; and
- (e) To act in all other fashions as a labor union.

Sec. 2: Membership and/or the privileges thereof shall not be restricted by discrimination against an employee or individual on account of race, color, creed, sex, age, national origin, marital status, affectional or sexual orientation, handicap, gender identity or expression, or any other factor for which discrimination is prohibited by law.

ARTICLE THREE: Membership

Sec. 1: There shall be four (4) classes of Membership:

Active Membership, Life Membership, Associate Membership, and Honorary Membership.

Sec. 2: Active Membership:

- (a) Any employee upon application to and approval by the Board of Trustees who is employed in a bargaining unit represented by VSEA, shall be eligible for active membership with all the privileges thereunto pertaining, including without limitation, the right to vote, be a candidate for office and hold office (except however no life member, associate member, honorary member or member of the Association staff shall have the right to vote or hold office, unless otherwise permitted by these Articles) upon payment of the membership fees for the current fiscal year, or upon enrollment with the appropriate authority or authorities for payroll deduction of dues. Upon written notification to the

Board of Trustees of an intent to retain active membership, any member of this Association in good standing who has been separated from a represented position and provided with recall rights as a result of reduction in force may retain status as an active member and the privileges thereto for the remainder of the term of office so long as they retain re-employment rights or the passage of six (6) months, whichever is sooner and in the event of employment would continue to retain rights as long as there is no conflict with the ability to perform the duties of the office, in which event the trustees may declare the position vacant.

- (b) Subject to subsection (a.) above, Active membership shall cease upon the earliest of any one of the following conditions:
 - i.) The member's separation from employment from a position for which the VSEA is the exclusive collective bargaining representative unless:
 - (1) The member's new position is also one for which VSEA is the exclusive collective bargaining representative; or
 - (2) The member's separation is the result of an involuntary dismissal which is being actively challenged by the VSEA;
 - ii.) The member's removal from Active membership by the Judicial Board;
 - iii.) The member's failure to pay VSEA dues in accordance with these Articles and Bylaws, or VSEA Policies, unless such failure is excused or waived by the Board of Trustees. Active membership shall terminate under this subsection (iv) at the end of the pay period from which dues were last deducted.
 - iv.) Any other reason as authorized by these Articles and Bylaws or VSEA Policies, or by law.

Sec. 3: Restriction, Dual Membership:

- (a) No VSEA member may hold any office or position in VSEA or any Bargaining Unit as the representative of employees in any capacity if they are also a member of any other rival organization having the potential to represent employees through legal challenge to the Vermont State Employees' Association, Inc., as the collective bargaining representative. A waiver from this rule may be granted upon written application to, and approval of, the VSEA Board of Trustees, which may also revoke such approval.
- (b) Any office or position held by such member in the Vermont State Employees Association, Inc. shall automatically become vacant in the event such dual membership exists, unless a waiver has been approved by the VSEA Board of Trustees.

Sec. 4: Life Membership: Life membership shall be granted to any member who has been an active member at least five (5) years immediately prior to retirement or, if employed for less than five (5) years they shall have been a member for each year of employment immediately prior to their retirement from service. An employee who has been an active member of VSEA for five (5) consecutive years and is no longer considered eligible to be a member will be given life membership. Life members shall not have the right to vote or hold office, except for a Retired Employee Chapter Trustee pursuant to Bylaw 1 and Past Presidents on the Council pursuant to Bylaw 3, and they shall not be required to pay dues. Pursuant to Bylaw 3, Retired Employee Chapter representatives shall be permitted to serve on Council with a vote. Retired Employee Chapter members shall have the right to vote on committees they are appointed to in accordance with Bylaws 11 or 19.

Sec. 5: Associate Membership: An associate membership may be granted to any public or state employee who wishes to become a member of the Association, but who may otherwise be ineligible for representation through collective bargaining by the Association. An associate member shall be eligible for membership upon approval by the Board of Trustees and by payment of the same dues assessed to active members, and said member shall be without right to representation or vote or to be eligible to hold any office. An Associate

member may be eligible for election to the Vermont Employees Retirement Board if permitted by provisions of the bylaws. The Board of Trustees shall have authority to revoke an Associate Membership at any time.

Sec. 6: Honorary Membership: Honorary membership may be granted by the Board of Trustees to any individual who has made a significant contribution to the goals of the Association. Honorary members shall not have the right to vote or hold office, and shall not be required to pay dues.

ARTICLE FOUR: Membership Fees

Every active member in the Association shall pay annually to the VSEA Treasurer the membership fee for the current fiscal year or shall authorize payroll deductions with the appropriate authority.

ARTICLE FIVE: Non-Profit Organization

VSEA shall not have capital stock. It is not organized for profit, directly or indirectly, but is organized solely for the purposes stated in Article Two of these Articles of Association.

ARTICLE SIX: Management

The affairs of VSEA shall be managed by the Board of Trustees.

ARTICLE SEVEN: Elected Members of the Board of Trustees

The President, First Vice-President, Second Vice-President, Clerk and Treasurer shall be elected biennially. The remaining elected Board members shall be elected for the terms specified in Bylaw 1, Section 7. All elected members of the Board of Trustees shall be elected by the active members of VSEA.

ARTICLE EIGHT: The Council

The Council shall be the advisory body of VSEA. A two-thirds vote of the Council may override any vote of the Trustees regarding issues of policies, political action, affiliation, mission and philosophy.

ARTICLE NINE: Bylaws

The Association shall adopt Bylaws for the election of the Council, the Trustees and its Officers and for the conduct of its business.

ARTICLE TEN: Amendments to Articles of Association

The Articles of Association may be amended at the regular annual meeting of VSEA or at a special meeting called for that purpose by a two-thirds vote of those present and voting, provided that a copy of the proposed amendments be sent to each VSEA member at least fourteen (14) calendar days before the date of the meeting at which such action is sought.

BYLAWS

BYLAW ONE: Board of Trustees

Sec. 1: The Board of Trustees shall manage the internal affairs of VSEA and assure that VSEA policies are adhered to.

Sec. 2: The Board of Trustees shall be composed of:

- (a) Corporation Officers: President, First Vice-President, Second Vice-President, Clerk, Treasurer;
- (b) Trustees;
- (c) Immediate Past President; and
- (d) National or Regional Affiliate Officers, limited to two members without a vote.

Sec. 3: The President, First Vice-President, Second Vice-President, Clerk and Treasurer shall be elected biennially. The Trustees' positions shall be filled by election at the expiration of their individual terms.

Sec. 4: Any VSEA member elected to office in a regional/national association shall be a member of the Board of Trustees, ex-officio, without a vote (limited to two members). The Immediate Past President shall be a member of the Board of Trustees, and shall be entitled to vote. The immediate Past President shall serve only (1) one term. All other elected members of the Board of Trustees shall be entitled to vote.

Sec. 5: There shall be one Trustee elected by and from the members of each Bargaining Unit, certified by the Vermont Labor Relations Board or the National Labor Relations Board (or recognized by an employer pursuant to the provisions of the National Labor Relations Act) that has at least 150 positions in the Bargaining Unit as of May 1 of the year in which a new Trustee term is to commence. There shall be one single Trustee elected by and from the combined membership of Bargaining Units that have less than 150 positions, consistent with the provisions of Bylaw 2, Section 2. There shall be one Retired Employee Chapter Trustee elected by and from the members of the Retiree Chapter. There shall be six (6) Trustees- at-Large who shall be elected from among the membership of the Chapters which shall be organized into Districts as follows:

VSEA Districts: Includes Chapters

- District 1 Barre, Central Vermont (includes Montpelier)
- District 2 Waterbury, Vermont State Hospital
- District 3 Newport/Island Pond, Lamoille, Northeast Kingdom, St. Johnsbury
- District 4 Franklin/Grand Isle, Chittenden, Addison
- District 5 Rutland, Bennington
- District 6 Brattleboro, Springfield, White River Junction

Trustees elected in the above Districts must reside or have an assigned workstation, and continue to reside or have an assigned workstation, in the respective District. If the Trustee does not meet the above criteria, they shall be deemed to have resigned from the position on the date they no longer resides or has an assigned workstation in the District.

Sec. 6: The Board of Trustees is empowered and directed hereby to fill by appointment any vacancy in any office (including elected office) of the Corporation for the remainder of the term if the remainder of the term is less than one year, unless unit bylaws provide otherwise. In filling such vacancy, candidate(s) wishing to be considered shall file a letter of interest with the Board of Trustees. If the remainder of the term is more than

one year, a special election shall be held to fill the position for the remainder of the original term. In conducting said special election, the VSEA Election, Rules, and Nominating Committee (hereinafter referred to as ERNC) may prescribe time frames that differ from those set forth in Bylaw 1, Section 7 provided that at least twenty (20) calendar days are allowed for members to file petitions and at least ten (10) calendar days are allowed for members to return ballots. If no candidates for a vacant office file petitions during the period of advertisement for a special election, the Board of Trustees shall appoint a member to fill such office. Any member of the Board of Trustees who is on leave of absence from their employment for a period of more than six (6) consecutive months shall be deemed to have vacated their office, and a successor shall be named in accordance with this Section 6. In selecting a Unit or District Trustee for appointment to fill a vacancy in that office, the Board of Trustees shall be bound by the requirement of Section 5 of this Bylaw relating to District and Unit representation. Notwithstanding the above provisions, if the bylaws of a unit or chapter provide a mechanism for filling unit or chapter vacancies, respectively, then those mechanisms shall apply. However, if a unit or chapter takes no action toward filling a vacancy by the mechanisms provided for in its bylaws for thirty (30) days, then the provisions of this section shall apply to fill the vacancy.

Sec. 7: The term of office for the office of Trustee shall be three (3) years, except for the Vermont State Colleges Staff Federation (VSCSF) Unit Trustee, which shall be a two (2) year term, as stated in the VSCSF Unit Articles and Bylaws. Candidates for the office of Trustee, excluding candidates for VSCSF Unit Trustee, shall submit a petition consistent with the provisions of Bylaw 2, Section 2, to seek that office with the ERNC by June 1 of the year in which the respective Trustee seat is scheduled for election. Ballots for Trustee elections shall be sent out by mail or in such other manner as may be adopted consistent with Bylaw 1 Section 10 within fifteen (15) workdays after June 1, shall be due back by August 1, and shall be counted by the ERNC within ten workdays after August 1. Elected Trustees shall take office on October 1. Ballots shall contain the list of offices to be filled and the names of the candidates seeking office provided together with one blank "write-in" space for each office to be filled. Write-in candidates may be elected to office in accordance with ERNC policies. Notwithstanding provisions of this section, if no more members are nominated than there are Trustee openings, then an election shall not be held and the VSEA Clerk shall cast one ballot for the candidate.

Sec. 8:

- (a) If any member of the Board of Trustees, including Officers, misses two regular meetings during VSEA's fiscal year without notifying the Clerk, President or VSEA central office that she/he must cancel, the conduct of this person will be reviewed by the Judicial Board for consideration of removal from office. If the position is declared vacant, the seat will be replaced in accordance with Section 6 of this Bylaw.
- (b) If any member of the Board of Trustees, including Officers, misses a total of six regularly scheduled meetings during twelve (12) consecutive months, the position shall be declared vacant by the Board of Trustees and the seat will be replaced in accordance with Section 6 of this Bylaw, unless the absence is caused due to family, medical, parental, military or legislative leave, in which case the Board of Trustees shall have discretion as to whether or not to take the actions described above.
- (c) The member shall notify the President as soon as leave for any purpose is granted by their employer, or whenever they will otherwise be required to take an extended absence from the Board.

Sec. 9: No individual may run for or hold more than one position on the Board of Trustees.

Sec. 10. At least sixty (60) calendar days prior to the commencement of voting in any particular election, the Board of Trustees may adopt a system of electronic balloting. Such system shall be designed to maintain the secrecy of all voting, to retain voting records for review by the Elections Committee, and to ensure that eligible voters are not unreasonably disenfranchised. All references to "ballots" or to "balloting" in these bylaws or the bylaws of VSEA chapters or units shall be construed to include both paper and electronic ballots or balloting.

BYLAW TWO: Officers

Sec. 1: The Officers of this Corporation shall be a President, First Vice-President, Second Vice-President, Clerk and Treasurer. The Officers shall be elected biennially, by the members of the Corporation by mail ballot.

Sec. 2: Each candidate for President, First Vice-President, Second Vice-President, Clerk, or Treasurer shall file with the Corporation office at least sixty (60) calendar days prior to the annual meeting in an election year a petition bearing not less than twenty-five (25) signatures of active members. Each candidate for Trustee shall file a similar petition according to the timeframe set forth in Bylaw One, Section 7. This petition, when properly filed, shall qualify the person so filing as a candidate for the office designated therein and their name shall be printed on the annual meeting ballot. Any member who serves as a District or Bargaining Unit Trustee, who desires to be a candidate for the office of President, First Vice-President, Second Vice-President, Clerk, or Treasurer and whose term does not expire on September 30 of that year, must submit a resignation to the clerk of the VSEA at least sixty (60) calendar days prior to Annual Meeting which reflects an effective date of September 30 of that year. Any candidate seeking the nomination for President, First Vice-President, Second Vice-President or Clerk is ineligible to be placed in nomination for any other elected position on the Board of Trustees at the same annual meeting at which the election takes place. An incumbent Treasurer may not be placed in nomination for the office of President, First Vice-President or Second Vice-President unless they submit a notice of resignation from the office of Treasurer at least sixty (60) calendar days prior to annual meeting to be effective at annual meeting. An incumbent Unit Chair may not be placed in nomination for the office of President unless they submit a notice of resignation from the office of Unit Chair at least sixty (60) calendar days prior to Annual Meeting to be effective on September 30 of that year.

Sec. 3: The Election, Rules and Nominating Committee shall meet within five (5) workdays after deadline for submission of election petitions to review the petitions filed for President, First Vice-President, Second Vice-President, Clerk or Treasurer (as the case may be), and shall present the names of qualified candidates to the Executive Director, or, in lieu of an Executive Director, a staff member designated by the Board of Trustees, who shall cause such names to be printed on the annual meeting ballot. In the event there are no qualified candidates for the office of President, First Vice-President, Second Vice-President, Clerk, or Treasurer, the Election, Rules and Nominating Committee shall report that fact to the Board of Trustees, who shall re-advertise the offices in a manner prescribed by the ERNC, allowing a minimum of twenty (20) calendar days for a response. If no candidates for any vacant office file petitions during the period of re-advertisement, the Board of Trustees shall appoint a person for any such office.

Sec. 4: Not less than twenty-one (21) calendar days prior to the date of the annual meeting, the ERNC of VSEA shall mail to each member (at the address on file in the Corporation's office) an official ballot. Members desiring to vote by mail shall return their ballots to the Corporation office so that the ballot is received postmarked and/or hand carried not later than five (5) calendar days prior to the annual meeting date. No ballots will be accepted any later than five (5) calendar days prior to the annual meeting date. The ERNC of the VSEA shall receive all ballots cast. All ballots cast shall be counted by the ERNC, with the assistance of appointed ballot clerks, prior to the annual meeting.

Sec. 5: The annual meeting ballot shall contain the list of the offices to be filled and the names provided, together with one blank "write in" space for each office to be filled. Write-in candidates can be elected to office. The results of the ballot count shall not be disclosed prior to formal announcement at annual meeting.

Sec. 6:

- (a) The terms of office for Officers shall be as follows: President, First Vice-President, Second Vice-President, Clerk and Treasurer: two (2) years.
- (b) The two-year terms of office for President, First Vice - President, Second Vice- President, Clerk and Treasurer shall begin following the adjournment of the annual meeting at which they are elected.

Sec. 7: The President shall be the executive head of the Corporation and shall preside at all meetings of the members and the Board of Trustees. they shall have power to implement corporate policies as and when promulgated by the Board of Trustees. They shall have no power to bind the Corporation by contract or otherwise, unless authorized by the Board of Trustees. Nor shall they have the right to vote at any meeting of the members of the Council or of the Board of Trustees, except in case of a tie. The President shall hold no other elected VSEA office. In the absence of the First Vice- President and Second Vice- President, the President shall preside at Council meetings.

Sec. 8: The First Vice-President shall act in the absence of the President. They shall perform the duties assigned to them by the Board of Trustees or the President. They shall have no right to vote when acting for the President except in case of a tie. They may vote when not acting for the President. They shall preside at all meetings of the Council.

Sec. 9: The Second Vice-President shall act in the absence of the First Vice-President. They shall perform the duties assigned to them by the Board of Trustees or the President. They shall have no right to vote when acting for the presiding Officer except in case of a tie.

Sec. 10: The Clerk, in addition to the duties imposed by statute, shall issue or cause to be issued notice of all meetings of the Corporation which are required hereby to be sent to each member, each Council member and each member of the Board of Trustees. They shall attend all meetings of the Corporation, of the Council and of the Board of Trustees and keep a record thereof. They shall keep a record or cause a record to be kept of members and Officers of the Corporation, of the Board of Trustees and of the Council. They shall report in writing to the Corporation at the annual meeting respecting (1) membership, (2) all meetings of the members, of the Council, and of the Board of Trustees and (3) all other matters relative to the duties of his /her office. They shall perform all other duties which the Board of Trustees or President may assign.

Sec. 11:

- (a) The Treasurer shall oversee the receipt and disbursement of all funds of the VSEA and its various sub-entities. They shall keep or cause to be kept a true record of all receipts and disbursements. They shall disburse funds only when directed to do so by the Board of Trustees and then only when the disbursement is approved by the President or by the President's authorized representative; provided however, that they shall reimburse any member of VSEA for necessary expenses in connection with the performance of their duties when so authorized by the Board of Trustees or the President.
- (b) The Treasurer shall keep all corporate funds in accounts under the name of the Corporation and shall submit all books and accounts to the auditor within thirty (30) calendar days following the close of the fiscal year or any other time when so directed by the Board of Trustees. The Treasurer shall furnish a bond in such amount as the Board of Trustees may require, the cost thereof to be paid by the Corporation.
- (c) In the absence of the President, the First Vice-President, and the Second Vice-President, the Treasurer shall preside at Council Meeting.

BYLAW THREE: The Council

Sec. 1: Definition: For purpose of Bylaw three the word “department” shall mean: Each department, office branch and/or division of each state agency; each state department; the Criminal Justice Training Council; the Office of Auditor of Accounts; the Secretary of State’s Office; the Vermont Life Magazine; the Vermont Veteran’s Home; the Natural Resources Board; the Treasurer’s Office, and the Office of the Attorney General. In the event of a reorganization of an agency or department, a Council member shall retain their seat until he/she resigns the position or the term expires.

Sec. 2: The Council shall consist of the members of the Board of Trustees and Committee Chairpersons, ex-officio and without a vote; Unit Chairpersons and Chapter Presidents, ex-officio and with a vote, Past Presidents of VSEA, ex-officio and without a vote, and one Council member for each state department, each institution , each state college or university campus, Vermont State Housing Authority, Office of Defender General, State’s Attorneys’ Offices, Sheriff’s Departments, Judicial Branch, non-state bargaining unit, and each local chapter and retired employee chapter for the first fifty (50) members or fraction thereof and one additional Council member for each additional fifty (50) members. No department, institution, state college or university campus, or non-state bargaining unit may elect more than ten (10) members to the Council from their respective groups. The Chapters shall have a maximum of seven (7) members, one of which will be the Chapter President.

The number of VSEA members as of July 1 preceding such elections shall determine the number of council members to be elected at that time, but additional Council members may be elected from time to time thereafter, when the members of VSEA or members of that department, institution , state college or university campus, or Chapter entitle such department, institution, state college or university campus, or Chapter to additional representation, in accordance with the requirements stated above. Council members shall be VSEA members.

Sec. 3:

- (a) Chapter Council members shall be elected in odd numbered years at the Chapter’s annual meeting. Their term of office shall be two (2) years.
- (b) Chapter Council members shall take office on October 1, following the VSEA annual meeting.
- (c) Chapter vacancies shall be filled at a Chapter meeting duly warned for that purpose. Chapter vacancies shall be filled only for the duration of the term.

Sec. 4:

- (a) Council members for each department, institution, Vermont State Housing Authority, Office of Defender General, State’s Attorneys’ Offices, Sheriff’s Departments, and Judicial Branch, shall be elected by an election in odd numbered years conducted through the VSEA office among the constituents of the position. State colleges and universities shall elect Council members according to their unit bylaws. Notice of the election and request for candidates shall be mailed to member constituents firstly and, if more than one member is interested, a mail ballot shall be completed no less than thirty (30) calendar days following the Corporation annual meeting. If no more members are interested than there are openings, then an election shall not be held, and the VSEA Clerk shall cast one ballot for the candidates.
- (b) The term of office is two (2) years, and members shall take office on October 1, following the VSEA annual meeting.
- (c) The VSEA shall warn any and all affected members of any midterm vacancy in a department, institution, or state college or university campus, or non-state bargaining unit Council seat. Eligible

members interested in the vacant position shall submit a letter of interest to the VSEA Board of Trustees which shall select a candidate to fill the vacancy for the duration of the term.

- (d) No elected or appointed officer or Trustee, or other ex-officio Council member with a vote shall hold a seat on the Council from either they department or Chapter.
- (e) Regardless of the number of voting seats a Council member holds, they are entitled to only one vote at meetings of the Council.
- (f) No member may simultaneously hold a Departmental and a Chapter Council seat.

Sec. 5: Each Council Member Shall:

- (a) Attend meetings of the Council and report to the VSEA members of the department, institution, state college or university campus, Vermont State Housing Authority, Office of Defender General, State's Attorneys' Offices, Sheriff's Departments, Judicial Branch, non-state bargaining unit or chapter they represent, the actions taken by the Council on matters of interest to such members; provided, however, that should a Council member be unable to attend a Council meeting, they shall select, from their own department, institution, state college or university campus, Vermont State Housing Authority, Office of Defender General, State's Attorneys' Offices Unit, State Deputy Sheriff's Unit, Judicial Branch, non-state bargaining unit or chapter, a person who shall attend such meeting as the alternate of the elected Council member in all matters (including voting), unless Chapter Bylaws provide for alternative methods of selecting alternates:
 - i.) Should a Council member miss two meetings within one year without providing notice to the VSEA central office or without sending an alternate, the Council position shall be considered vacant.
 - ii.) The Clerk of the Corporation shall notify the President of the Chapter involved and the VSEA staff of said vacancies. Vacancies shall be filled for the duration of the original term in the same manner as the original election.
- (b) Serve as liaison between the personnel they represent and the Corporation; and
- (c) Support VSEA by soliciting personnel in their department, institution, state college, non-state bargaining unit or Chapter for VSEA membership.

Sec. 6: A quorum of the Council shall consist of not less than twenty (20) Council members.

Sec. 7: Duties of the Council:

- (a) Recommends new policies and changes to existing policies of the Corporation for adoption by the Trustees. The Council shall provide the Trustees with the draft changes prior to making the recommendation. The Council shall have the authority to adopt the policies as originally recommended to the Trustees at any subsequent Council meeting following the initial recommendation, provided the Trustees have not taken final action on these policies. A two-thirds vote of the Council may override any vote of the Trustees regarding issues of policies, political action, affiliation, mission and philosophy.
- (b) Recommends to the annual meeting a reviewed and/or revised budget as prepared by the Trustees for fiscal year operation of the Corporation;
- (c) May override, by a two-thirds vote, the legislative priorities of VSEA that have been adopted by the Board of Trustees.
- (d) Carries out other responsibilities as mandated by these Bylaws.
- (e) Makes recommendations to annual meeting regarding warned bylaw and Articles of Association changes.

- (f) In the instance that the President, First Vice-President, Second Vice-President, and Treasurer are absent at a Council Meeting and a quorum has been established, then the longest-serving Board member present shall preside for the duration of the meeting or until the President, First Vice-President, Second Vice-President, or Treasurer are present.
- (g) In the instance that the Clerk is unable to cause a record to be kept of a Council meeting, the person presiding over the Council meeting shall appoint a member to keep record for the duration of the meeting or until the Clerk is able to keep record of the meeting.

BYLAW FOUR: Finances

Sec. 1: The fiscal year of this Corporation shall end as of September 30th.

Sec. 2: At any annual or special meeting of members, duly warned for that purpose, those members present and voting may, by majority vote, set the annual budget. Should the members fail or refuse to approve such budget, the VSEA will continue to operate at budget levels as set for the most recent year in which the budget was approved.

Sec. 3: Any change in the VSEA membership fees and the effective date of such changes shall be made by majority vote at any annual or special meeting of the members, duly warned for that purpose.

Sec. 4: Until a majority vote of the members at a regular or special meeting determines otherwise, the Treasurer shall allocate one percent (1%) of any fiscal year surplus, at the end of the year, in a VSEA Building Fund Special Account. This fund shall be used exclusively for the construction, acquisition or related matters of a building for Association offices.

Sec. 5:

- (a) VSEA Scholarship Fund shall be established. The amount of the principal, and the amount of any addition to the principal in subsequent years, shall be determined by a majority vote of the members at an annual meeting. Volunteer contributions to the principal may be accepted. The proceeds of the Fund shall be used either to provide VSEA Scholarships, or to be returned to the principal, at the recommendation of the VSEA Scholarship committee with the approval of the Board of Trustees.
- (b) There is hereby created a VSEA Member Support Fund to provide financial assistance to VSEA Members. The VSEA Board of Trustees shall adopt rules to govern the operations of this fund. No fund Moneys shall be disbursed except in accordance with such rules as the Board of Trustees shall adopt.
- (c) The funds shall be financed as follows:
 - i.) An amount of up to one half of one percent (0.5%) of any fiscal year surplus will be deposited, to each of the VSEA Scholarship Trust Fund and the VSEA Member Support Fund, at the end of the fiscal year, provided that the amount exists over the approved budget. The amount contributed to each fund shall be determined by the Council.
 - ii.) The interest earned by each fund shall be allocated to that fund. In the case of the Scholarship Fund, it is hoped that once a sufficient principal has been accumulated, the interest shall become the sole source of scholarship awards.

BYLAW FIVE: Executive Director

Sec. 1: The Board of Trustees may, in its discretion, hire an Executive Director of VSEA under such tenure, terms and conditions of employment as it may deem appropriate.

Sec. 2: If the Board of Trustees employs an Executive Director, that person shall act as general manager of VSEA under an established position specification recommended by the Council and approved by the Board of Trustees.

BYLAW SIX: Salaries

The Board of Trustees shall establish salary levels for all VSEA employees in accordance with the Staff Alliance Agreement with the Vermont State Employees' Association, Inc. and salary agreements with non-Staff Alliance staff members, within the frame work of the budget recommended by the Council and adopted by the membership of Vermont State Employees' Association, Inc.

BYLAW SEVEN: Local Chapters

Sec. 1: Upon the signed request of at least twenty (20) members of VSEA when it is recommended by the Council and when it appears to the Board of Trustees to be in the best interest of the Corporation to form a local VSEA chapter, a Charter shall be issued for that purpose under the hands and seal of the President and Clerk.

Sec. 2: Local Chapters shall set up an organization and elect Officers consisting of a President, Vice-President, Treasurer, Clerk and such Trustees as the Chapter may deem appropriate. The Chapter Trustees may be elected at large from each major worksite/department/unit included in the Chapter area. Members of the Chapter who are without such an affiliation shall be considered to comprise one unit. The President of the Chapter shall be a member, ex-officio, of its Board of Trustees, but without a vote, except in case of tie. The Chapter Vice- President shall be a member, ex-officio, of the Chapter Board of Trustees and shall have the right to vote except when acting for the Chapter President. Appropriate Chapter Bylaws shall be adopted. These Bylaws of the Chapter shall be approved by the Board of Trustees of the Corporation before adoption. Any Chapter Bylaws which are in conflict with the Articles of Association, Bylaws, or policies of this Corporation shall be null and void. Any such conflict shall be resolved at the next annual meeting of the Chapter, or a Chapter meeting specifically warned for this purpose, as appropriate.

Sec. 3: No one shall be eligible for membership in the local Chapter or to hold office therein who is not a member in good standing of this Association.

Sec. 4: A local Chapter Charter shall automatically expire on August 31st of any year when there are less than twenty (20) members in good standing of the Chapter as of that date. The Charter may be revoked by the VSEA Board of Trustees upon recommendation of the Council at any time. Nothing herein shall bar the reissuance of a local Chapter Charter in accordance with Sec. 1 of this Bylaw.

Sec. 5: The Clerk of a Chapter shall deliver, upon demand, to the Clerk of this Association the revoked or expired Charter of the Chapter, together with all its books and records. The Clerk of the Chapter shall keep the minutes of all meetings of the Chapter and of its Trustees in a permanent record book which also shall contain a copy of the Bylaws of this Association and the Bylaws of the Chapter.

Sec. 6: The books and records of a local Chapter shall be open at all reasonable times to the inspection of the President of the VSEA or the President's designee(s) and the Treasurer of the VSEA or the Treasurer's designee of this Corporation. An auditor's report shall be submitted by each chapter annually within thirty (30) calendar days of the end of the Corporation's fiscal year to the President and Board of Trustees of this Association for their approval.

Sec. 7: The Local Chapter's annual meeting shall be held during the sixty (60) calendar day period prior, but not less than twenty (20) calendar days prior, to the annual meeting of the Corporation and all officers elected thereat shall take office immediately.

Sec 8: Local Chapters shall have no power to bind the Corporation by contract or otherwise, unless authorized by the Board of Trustees.

BYLAW EIGHT: Retired Employee Chapter

Sec. 1: Upon the signed request of at least twenty (20) members of VSEA holding life membership certificates, and when it is recommended by the Council and when it appears to the Board of Trustees to be in the best interest of VSEA to form a retired employee chapter of VSEA, a Charter shall be issued for that purpose under the hands and seal of the President and Clerk.

Sec. 2: The Retired Employee Chapter shall set up an organization and elect Officers consisting of a President, Vice- President, Clerk, Treasurer and not less than five (5) nor more than eight (8) Trustees. The President of the Chapter shall be a member, ex-officio, of its Board of Trustees but without a vote, except in case of a tie. The Chapter Vice-President shall be a member, ex-officio, of its Board of Trustees and shall have the right to vote except when acting for the Chapter President. Appropriate Chapter Bylaws shall be adopted. These Bylaws of the Chapter shall be approved by the VSEA Board of Trustees before adoption.

Sec. 3: The only persons eligible for membership in the Retired Employee Chapter or to hold office therein shall be those whom are members in good standing and hold a life membership certificate in VSEA.

Sec. 4: The Retired Employee Chapter Charter shall automatically expire on August 31st of any year when there are less than twenty (20) members in good standing of the Chapter as of that date. The Charter may be revoked by the VSEA Board of Trustees upon recommendation of the Council at any time. Nothing herein shall bar the reissuance of a Retired Employee Chapter Charter in accordance with Section 1 of this Bylaw.

Sec. 5: The Clerk of the Chapter shall deliver, upon demand, to the Clerk of the Corporation the revoked or expired Charter of the Chapter, together with all its books and records. The Clerk of the Chapter shall keep the minutes of all meetings of the Chapter and of its Trustees in a permanent record book which also shall contain a copy of the Bylaws of the Corporation and the Bylaws of the Chapter.

Sec. 6: The books and records of the Chapter shall be open at all reasonable times to the inspection of the President or the VSEA or the President's designee and the Treasurer of the VSEA or the Treasurer's designee of the Corporation. An auditor's report shall be submitted annually within thirty (30) calendar days of the end of the Corporation's fiscal year to the President and Board of Trustees of the Corporation for their approval.

Sec. 7: The Annual Meeting of the Chapter shall be held during the month of August or September and all officers elected there at shall take office immediately following the Annual Meeting of the Chapter.

Sec. 8: The Chapter shall have no power to enter into or to bind the Corporation by contract or otherwise, unless authorized by the VSEA Board of Trustees.

BYLAW NINE: Stewards and Dismissed Employees

Sec. 1: Stewards shall lend reasonable and proper assistance to members in matters involving contract enforcement, personnel investigations, and grievances.

Sec. 2: If an office holder in this Corporation is dismissed from their employment, they shall be entitled to retain their VSEA membership and their office during the pendency of any appeal for such dismissal for the remainder of the term of office so long as they retains re-employment rights or the passage of six (6) months, whichever is sooner and in the event of substitute employment would continue to retain rights as long as there is no conflict with the ability to perform the duties of the office in which event the Trustees may declare the position vacant.

BYLAW TEN: Oath of Office

Before entering upon the duties of the office, each Council Member, each Trustee, and each Officer shall take or subscribe the following oath: "I do solemnly swear (or affirm) that I will faithfully perform the duties of the office of Council Member, Trustee, President, etc. of the Vermont State Employees Association, Inc. and therein do equal justice to all for the mutual benefit of the State of Vermont and its employees."

BYLAW ELEVEN: Committees and Official Representatives

Sec. 1: The President shall annually appoint the Chairperson and the members of the following committees who may serve until their successors are appointed:

- (a) Election, Rules and Nominating Committee;
- (b) Membership Recruitment Committee;
- (c) Special Events Committee;
- (d) Bylaw Revision Committee;
- (e) Insurance Committee;
- (f) Retirement Study Committee;
- (g) Legislative Committee;
- (h) Chapter Presidents Committee;
- (i) Awards/Scholarship Committee;
- (j) Budget Committee;
- (k) Buildings Committee;
- (l) Benefits Advisory Committee (also known as Insurance Advisory Committee);
- (m) Diversity Committee;
- (n) Communications Committee;
- (o) Informational Technology;
- (p) Judicial Board;
- (q) Such other special committees as the President may recommend

All duly certified Bargaining Units represented by VSEA should be represented on each committee Members of the VSEA Retirees Chapter may be appointed to any committee, but may not serve as chairperson. The number of VSEA Retirees' Chapter members shall not constitute a majority of members appointed to any committee, except that these restrictions shall not apply to Retirees' Chapter members appointed to the Judicial Board.

Except for the Elections, Rules and Nominating Committee and the Judicial Board, each committee shall perform such duties as the President may determine. The Elections, Rules and Nominating Committee shall formulate such rules as necessary for the efficient conduct of business relating to nominations and elections, which shall be presented to the Council for review and recommendation to the Board for adoption.

Sec. 2: The Elections, Rules and Nominating Committee shall present candidates for Corporation Officers as provided under Section 3 of Bylaw Two of these Bylaws. They shall also present candidates for each vacant position on the Board of Trustees, and for VSEA representatives on the Vermont Employees Retirement Board in conformity with 3 VSA 471, all in accordance with provisions of these Bylaws, relating to representation of the Bargaining Units and in all other respects.

Sec. 3:

- (a) There shall be three (3) members of the Vermont State Employees Association elected to the Vermont Employees Retirement Board. An alternate member shall also be elected to serve in the absence of any one of the three members. Two members shall be elected at the annual meeting of VSEA in even numbered years and one member and the alternate shall be elected at the annual meeting of VSEA in odd numbered years. Should any member become ineligible, unable or unwilling to serve on the Retirement Board, the alternate shall automatically serve as a member of the Retirement Board until the next annual meeting, thus creating a vacancy for the alternate seat. Should the alternate position become vacant or the alternate become ineligible, unable or unwilling to serve on the Retirement Board, the VSEA Board of Trustees shall appoint a member to the position of alternate, said position will be filled by the appointee until the next annual meeting, at which time an election will be held for the un-expired term. For purposes of this section only, the term "VSEA member" shall include Active members as well as Associate members as defined in Article Three of the VSEA Articles of Association. Elected members shall take office October 1.
- (b) VSEA representatives on the State Employees Retirement Board shall:
 - i) Fulfill the fiduciary duties of a VSEA representative to the Retirement Board;
 - ii) Advocate on behalf of the membership they represent to ensure fairness and financial stability;
 - iii) Seek clear direction from the VSEA Director or President on how to best advocate for implementation and/or preservation of fair procedures and policies affecting members' eligibility for, and extent of, retirement benefits.

Sec. 4. Notwithstanding Section one (1) of this bylaw, the Chapter Presidents Committee shall consist of each Chapter President who shall serve by virtue of the office.

BYLAW TWELVE: Meetings of Members

Sec. 1: There shall be an annual meeting of members and there may be special meetings of members as hereinafter provided. These meetings shall be held at sites which are handicap accessible.

Sec. 2: The Annual meeting of the members shall be held on a Saturday in September as designated by the Board of Trustees. The annual meeting shall be held for the purpose of elections herein above provided and the transaction of such other business as may properly come before the members. The annual meeting of the members shall be held at such location as the Board of Trustees determines.

Sec. 3: A special meeting of the members shall be called, or caused to be called, by the Clerk whenever so requested by a majority of Council members or a majority of the Board of Trustees or at least one- hundred (100) members of the Corporation. In the event the Clerk shall fail to call or cause to be called such meetings within fourteen (14) calendar days of the date upon which notice of such request is given to them, the meeting shall be called by the President, Vice-President, Executive Director or a staff member designated by the Board of Trustees.

Sec. 4: Upon petition of 10% of the members of the Corporation, the Corporation Clerk shall call or cause to be called a meeting of the membership on any matter where it appears the Trustees or Officers are acting

contrary to the wishes of the membership. Members attending said special meeting may remove any Trustee or Officer who has so acted.

Sec. 5: All requests for special meetings shall be in writing and signed by those requesting it. The special matter to be considered shall be specified in the request and the business taken up at such special meeting shall be limited to the specific items included in the request.

Sec. 6: Each special meeting shall be held within the State of Vermont at such time and at such place as may be designated by the Board of Trustees.

Sec. 7:

- (a) Notice of the annual meetings or any special membership meetings shall be given or caused to be given to each member by the Clerk in writing, or sent to them by mail postage prepaid or by electronic communication as approved by the Board of Trustees consistent with Bylaw One Section 10.
- (b) These written notices shall be sent at least fourteen (14) calendar days prior to the date of the meeting. In each case, the notice shall state the time and place of the meeting and the items of business to be transacted thereat. In the event no notice is given by the President, First Vice- President or the Clerk within the time stipulated for any regular or special meeting, then the notice shall be given by the Executive Director or a staff member designated by the Board of Trustees.

Sec. 8: The President shall appoint not less than two (2) ballot clerks to assist the ERNC with the count of all ballots cast.

Sec. 9: All active members in good standing as of the date of annual meeting of members shall be eligible to vote and hold office in the Corporation.

BYLAW THIRTEEN: Meetings of the Council, The Board of Trustees, The Chapters and Bargaining Units

Sec. 1: There shall be regular meetings of the Council, the Board of Trustees, Chapters and Bargaining Units as follows:

- (a) The Council shall meet annually on the same day as the annual membership meeting, or prior thereto, and quarterly thereafter.
- (b) The Board of Trustees shall meet monthly on the call of the President.
- (c) Chapters and Bargaining Units shall meet as required by their respective Bylaws.

Sec. 2:

- (a) Special meetings of the Council shall be called by the Corporation Clerk, the President or First Vice-President upon approval of the Board of Trustees or, without such approval, whenever requested in writing by twenty (20) Council members.
- (b) Special meetings of the Board of Trustees shall be called by the Corporation Clerk, the President or First Vice-President whenever the President and/or the Executive Director or, in lieu of an Executive Director, a staff member designated by the Board of Trustees, deem it necessary and advisable. Upon the request of at least 30% of the voting members of the Board of Trustees, submitted in writing to the Clerk of the VSEA, a notice of special meeting shall be generated by said Clerk. Notice shall be served on the Executive Director or staff designee, and shall be generated so as to allow the special meeting to be held within ten (10) calendar days of receipt of the request by the Clerk. The request

should specify the agenda item for which the meeting is requested and the special meeting will be limited in scope to the items warned on said agenda.

- (c) Special meetings of any Chapter or Bargaining Unit shall be called by its Clerk, the President Vice-President, Chairperson or Vice-Chairperson whenever its President or Chairperson deems it necessary and advisable or upon signed petition of ten (10) Chapter members or 10% of the Bargaining Unit members.

Sec. 3: All regular and special meetings of the Council , the Board of Trustees, the Chapters, or Bargaining Units and their Executive Committees as provided in Section 1 or Section 2 hereof shall be held in the State of Vermont and each member of the Council, the Board of Trustees, the Chapter or Bargaining Unit or Executive Committee affected shall be notified in writing at least seven (7) calendar days prior to the date of the meeting. Such notice may be mailed, delivered, or electronically communicated to each member and shall state the time and place of the meeting and the matter to be considered. In emergency situations, a special meeting of the Board of Trustees may be called by the President or their designee with twenty-four (24) hour written, oral or electronic notice to all Board members. In circumstances requiring the Board of Trustees to act prior to its next-scheduled meeting, it may do so without a meeting, provided that all Trustees receive twenty-four (24) hour written notice of the matter to be acted upon, and at least a majority of Trustees agree in writing to taking such action, and such action is within the purview of the Trustees' authority. "Written notice", in the prior sentence, may include e-mail communication for those Trustees who have e-mail readily available. Any action taken in this manner shall be verbally read into and recorded in the minutes of the next Board of Trustees meeting.

The Board of Trustees and Executive Committees of the Chapters and Bargaining Units may permit their members to participate in a regular or special meeting by or through the use of any means of communication, including conference telephone call, by which all Trustees and Chapter and Bargaining.

Unit Executive Committee members participating may simultaneously hear each other during the meeting. Any person participating in a meeting by such means is deemed to be present in person at the meeting.

BYLAW FOURTEEN: Nature

Sec. 1: VSEA may belong to and participate in a regional and/or national affiliate subject to a membership vote. Any and all votes for such affiliation or to terminate such affiliation shall be conducted by mail ballot. Any such vote shall require the approval of two-thirds (2/3) of the votes cast.

Sec. 2: VSEA may, with the approval of the Board of Trustees, endorse and/or support candidates for United States Senate, United States House of Representatives, Governor, Lieutenant Governor, Attorney General, Secretary of State, Treasurer, Auditor of Accounts, and for the General Assembly. The Board of Trustees shall establish rules and guidelines for such endorsement and support.

Sec. 3: VSEA may establish a separate association, corporation or other legal entity, through which political endorsement and support may be accomplished.

BYLAW FIFTEEN: Collective Bargaining Units

Sec. 1: Bargaining Units Established: In conformity with state and federal law, VSEA shall consist of separate and independent Bargaining Units. Collective Bargaining Units, as established and certified by the Vermont Labor Relations Board or the National Labor Relations Board (or as recognized by an employer pursuant to the provisions of the National Labor Relations Act) shall be recognized automatically by VSEA as Units for collective bargaining and for all other purposes of representation. Each Unit may establish and adopt Bylaws

and policies, elect its own Officers, and operate subject to the same restrictions as imposed on local Chapters as defined in Bylaw Seven of these Bylaws. Before adoption, the bylaws and policies of the unit shall be approved by the Board of Trustees to ensure compliance with master bylaws and VSEA policies only. Any Unit Bylaws which are in conflict with the Articles of Association, Bylaws, or policies of this Corporation shall be null and void. Any such conflict shall be resolved at the next annual meeting of the Unit, or a Unit meeting specifically warned for this purpose, as appropriate.

Sec. 2:

- (a) Each Bargaining Unit shall conduct unit business in accordance with VSEA unit and Master Articles and Bylaws, and VSEA policy, with respect to all matters relating to:
 - i) Collective bargaining negotiations with the employer;
 - ii) Administration of unit collective bargaining contracts;
 - iii) Internal Unit operations.
 - iv) Election of Unit Officers, Executive Committee, Collective Bargaining Team, or a combination thereof, all as set forth in Section 3 hereof.
 - v) All other matters which are now or may be thereafter deemed to be the exclusive independent function of the Bargaining Unit.
- (b) No person shall be eligible for election to any Unit office or to represent the Unit on any committee, Bargaining Team or act in any other capacity for the Bargaining Unit of VSEA who is not a VSEA member.
 - i) VSEA Units shall have no authority to bind the VSEA, Incorporated by contract or otherwise, unless authorized by the VSEA Board of Trustees.

Sec. 3: Unit Annual Meetings:

- (a) The annual meeting of the Bargaining Units shall be held on the same day as the Corporation annual meeting, if practicable and unless otherwise provided by the unit bylaws. Notice of each Unit meeting shall be included in the corporation annual meeting notice to members.
- (b) The Corrections Unit VSEA members, the Non-Management Unit VSEA members, the Supervisory Unit VSEA members and any other Unit VSEA members established and represented by VSEA pursuant to law shall meet in separate annual meeting sessions and, if appropriate under Section 3(f) of this Bylaw, elect, or nominate for election, the following:
 - i) Bargaining Unit Officers:
 - a. Chairperson
 - b. Vice Chairperson
 - c. Clerk
 - d. Treasurer
 - e. Unit Trustee to the VSEA Board

Nothing shall preclude the units from combining the offices of Clerk and Treasurer.

- ii) An Executive Committee consisting of the Bargaining Unit officers (listed above) and up to eight (8) other members. The Committee shall cause to be elected or shall select, appoint, supervise, and remove Association Stewards upon a majority vote of the Committee members. All Stewards shall be appointed or be elected for two (2) years, during the life of their Unit contract, or as otherwise determined by the Committee.
- iii) A Collective Bargaining Team with the following representation: The Unit Chair and Vice Chair shall automatically be on the unit bargaining team and entitled to a vote, except for the Non-Management Unit Chair who shall only have a vote at a unit bargaining team meeting in

the event of a tie; and except for the Vermont State Housing Authority Staff Federation, the Corrections Unit, the Defender General Unit, and the Judicial Employees Unit, which shall elect Bargaining Teams as provided for in their Articles and Bylaws.

The units shall have the remaining seats available for election.

Non-Management: Thirteen (13) members from the Non-Management Unit; one of whom shall be the bargaining team clerk, except that the units may provide in their own bylaws for addition an alternate position (1) to be filled by election;

Corrections: Eleven (11) members from the Corrections Unit;

Supervisory: Eight (8) members from the Supervisory Unit;

Colleges: Statewide Grievance Officer, Secretary, plus one member representing each campus;

Housing Authority: As provided for in their collective bargaining agreement, but in no case more than five (5) members;

Defender General: Unit Chairperson plus two other members, as provided for in their unit bylaws;

Judicial Employees: As provided for in their unit bylaws.

State's Attorneys' Offices: as provided for in their unit bylaws.

Sheriff's Departments: as provided for in their unit bylaws.

- (c) The Chairperson of the Bargaining Unit shall be the presiding Officer at all Unit meetings. The Vice-Chairperson shall preside in the absence of the Chairperson.
- (d) Minutes of the Bargaining Unit meetings shall be kept by the Unit Clerk who shall provide a copy thereof to the Executive Director, or a staff member designated by the Board of Trustees. The Executive Director or staff member designated by the Board of Trustees will distribute copies of minutes of all meetings to the Unit officers and members of the Executive Committee as soon as reasonably possible following the meeting.
- (e) The Bargaining Unit Treasurer shall be custodian of any Unit funds which may be voted or assessed by the Unit, such as Unit dues, in the same manner and only to the same extent as Chapter Treasurers are authorized to act.
- (f) Bargaining Team shall serve until success or team/Executive Committee members are elected at the first Unit annual meeting following contract ratification by VSEA members and approval by the Legislature, or imposition of a contract by the Legislature, or until the contract is otherwise completed; provided, however, that elections shall be held at least once every two (2) years. The Unit Trustee to the VSEA Board shall serve a term consistent with VSEA Bylaw 1, section 7. Executive Committee Officers shall serve a term consistent with their Unit Articles and Bylaws.
- (g) A Bargaining Unit may make such nominations and/or hold such elections as are set forth in this section at its annual meeting, or by any alternative means provided for by validly-adopted bylaws of the Unit.

BYLAW SIXTEEN: Coordinated Bargaining

To promote uniform bargaining amongst VSEA units certified under the State Employees Labor Relations Act, bargaining teams for the VSEA may collaborate to present uniform proposals to, and/or engage in, joint negotiation sessions with the State. Coordinated bargaining shall be conducted in accordance with the participating units' mutually agreed ground rules.

BYLAW SEVENTEEN: Audit

The Treasurer's books and financial records of this Corporation shall be audited annually following the close of its fiscal year by an independent auditing firm. The audit report shall be available to all members at the Corporation office. The Treasurer shall prepare and deliver monthly financial statements to each Board of Trustee member and prepare and deliver quarterly financial statements to each Council member and to any VSEA member on request.

BYLAW EIGHTEEN: Judicial Board

Sec. 1: Purpose: There shall exist a Judicial Board, the purpose of which is to ensure compliance with Unit and Master Articles and Bylaws and adopted policies by the elected and appointed officials and members of VSEA. The Judicial Board shall also ensure that all unit, Chapter, and VSEA elected and appointed officials and members shall act in a manner consistent with the purposes and policies of the VSEA, and the goals and objectives of VSEA and its units and chapters, and not detrimental to the purposes of the VSEA as specified in Article 2 of these Articles of Association. Individual Bargaining Units shall have the authority to elect, appoint or remove Stewards in accordance with their Unit bylaws without requiring Judicial Board action.

Sec. 2: Appointment and Composition: The President shall appoint, with the advice and consent of the Council, eight (8) members of a Judicial Board, including a Chairperson. The Judicial Board shall consist of eight (8) seats with two-year terms, staggered. Terms shall begin on the date of the first Council meeting following the annual meeting and shall end on the date of the first Council meeting following the annual meeting two (2) years later. Subject to the Council's consent, the President may fill vacant seats for the remainder of their terms. All active VSEA members and life members belonging to the Retirees Chapter shall be eligible for appointment to the Judicial Board except that Council members, members of the Board of Trustees, Stewards, Committee Chairpersons, Bargaining Team members and members of the Executive Committees of each Bargaining Unit shall not be eligible for appointment.

Sec. 3: Duties and Powers: The Judicial Board shall have the power to accept complaints, investigate, determine whether charges shall be brought, and conduct hearings against elected and appointed officials and members of VSEA, and to promulgate procedures and in accordance with its procedures approved by the VSEA Board of Trustees, governing such investigation, hearing and determination. No section of this Bylaw shall be interpreted to prohibit a member from publicly expressing a dissent or dissatisfaction with the VSEA or its operations, or in any way restrict a member's right to free speech.

Sec. 4: Procedure: Any VSEA member may file a complaint against an elected or appointed official, or member of VSEA by writing to the Chairperson of the Judicial Board. The Judicial Board shall provide a copy of the complaint to the person charged. If the Judicial Board, upon receipt of such complaint, considers the complaint to be frivolous or lacking in substantiation, it may elect not to proceed further, and shall so notify the complainant(s) and the person charged in writing. If the Judicial Board considered the complaint to be not frivolous, it shall give written notice to the affected parties and shall investigate the complaint. Members of the Judicial Board shall maintain full confidentiality with respect to deliberations unless otherwise required by VSEA policies or bylaws or Judicial Board procedures.

Sec. 5: Reports: If, after investigation, the Judicial Board determines that the complaint is substantiated, it shall provide the basis for its decision in a written report to the affected parties, and shall notify the charged party of their right to request a hearing. If requested, the Judicial Board shall conduct a hearing and issue a written decision to the affected parties. If the Judicial Board determines that the charge is true, it shall also decide whether or not the person charged should receive a sanction up to and including removal from office and/or revocation of membership. The Judicial Board shall notify whomever necessary to ensure that its sanction is enforced. Within thirty (30) calendar days after proof of receipt of the report of the Judicial Board, the person

charged and/or the complainant(s) or any other affected member, as determined by the Judicial Board, may appeal to the Board of Trustees, who shall, after opportunity for a hearing, determine whether or not the Judicial Board's decision, including sanctions if any, was correct. The appeal period for election-related complaints shall expire within five (5) days after proof of receipt of the report of the Judicial Board. A member of the Board of Trustees who brings a charge to the Judicial Board, who has been determined by the Judicial Board to be an affected party, or who is participating in the Judicial Board proceedings as a witness regarding that charge, shall not participate in the appeal process except as a witness. Members of the Judicial Board and the Board of Trustees shall not engage in any discussion regarding the pending proceedings outside of their official duties.

Sec. 6: Reports: The Chair of the Judicial Board shall provide to the membership at Annual Meeting a report on the number of cases they have heard and the disposition of those cases. The chair of the Judicial Board shall prepare an annual report pertaining only to matters that have been finalized prior to annual meeting. The report shall be provided to the membership in the same manner as other annual committee reports are provided to the membership. The report shall include the nature of the complaint, the outcome of the investigation, decisions, recommendations or sanctions made by the Judicial Board and/or the Board of Trustees on appeal.

BYLAW NINETEEN: Rules of Order

Sec. 1: The proceedings of this Corporation shall be governed by "Robert's Rules of Order, Revised Edition", in so far as the same may be applicable and not in conflict with these Articles of Association and Bylaws.

Sec. 2: Election winners shall be based on the member receiving the most votes in that particular election, thus achieving a plurality of votes cast.

Sec. 3: Whenever an election is held for an office with multiple vacancies (e.g., members of a Unit Bargaining Team), voting shall be accomplished by using one ballot.

Sec. 4: Ballots shall be impounded and kept for fifteen (15) work days at the VSEA headquarters. In the event any election is challenged, the Judicial Board shall make determinations concerning ballot(s).

BYLAW TWENTY: Amendments

The Bylaws of this Corporation may be amended at the regular annual meeting of this Corporation or at a special meeting called for that purpose by a two-thirds vote of those present and voting, provided that a copy of the proposed amendments be sent to each VSEA member at least fourteen (14) calendar days before the date of the meeting at which such action is sought.

Last amended September 6, 2025