

Articles of Incorporation and Bylaws

Table of Contents

| | |
|--|-----------|
| Articles of Incorporation | 62 |
| Bylaws | 64 |
| ARTICLE I — NAME AND PURPOSES | 64 |
| SECTION 1..... | 64 |
| SECTION 2. Purposes. | 64 |
| SECTION 3. Distribution of Assets..... | 64 |
| ARTICLE II — GOVERNANCE | 64 |
| SECTION 1. Definition..... | 64 |
| SECTION 2. Governance Bodies. | 65 |
| SECTION 3. Authority and Restrictions. | 65 |
| ARTICLE III — MEMBERSHIP | 65 |
| SECTION 1. Categories of Membership. | 65 |
| SECTION 2. General Requisites. | 65 |
| SECTION 3. Description of Categories and Authorization for Enrollment. | 65 |
| SECTION 4. Membership Cards. | 67 |
| SECTION 5. Rights and Privileges of Members. | 67 |
| SECTION 6. Obligations of Membership..... | 67 |
| SECTION 7. Termination/Suspension of Membership..... | 68 |
| ARTICLE IV—INITIATIVE, REFERENDUM, AND RECALL | 68 |
| SECTION 1. Initiative. | 68 |
| SECTION 2. Referendum..... | 69 |
| SECTION 3. Recall..... | 69 |
| ARTICLE V — STATE COUNCIL OF EDUCATION | 70 |
| SECTION 1. Functions. | 70 |
| SECTION 2. Composition..... | 71 |
| SECTION 3. Qualifications..... | 72 |
| SECTION 4. Election and Term of Office of Elected Voting Representatives. | 72 |
| SECTION 5. Alternates. | 75 |
| SECTION 6. Duties of Representatives. | 75 |
| SECTION 7. Meetings. | 76 |

| | |
|--|-----------|
| SECTION 8. Voting Rights..... | 76 |
| SECTION 9. Quorum | 76 |
| SECTION 10. Rules of Procedure. | 76 |
| SECTION 11. Expenses. | 76 |
| ARTICLE VI — BOARD OF DIRECTORS..... | 77 |
| SECTION 1. Composition and Number | 77 |
| SECTION 2. Qualifications. | 77 |
| SECTION 3. Nomination and Election. | 77 |
| SECTION 4. Term of Office. | 79 |
| SECTION 5. Vacancies | 79 |
| SECTION 6. Meetings of the Board..... | 79 |
| SECTION 7. Waiver of Notice..... | 80 |
| SECTION 8. Quorum | 80 |
| SECTION 9. Powers and Duties..... | 80 |
| ARTICLE VII — OFFICERS..... | 81 |
| SECTION 1. General. | 81 |
| SECTION 2. Qualifications. | 81 |
| SECTION 3. Election and Term of Office. | 81 |
| SECTION 4. Subordinate Officers. | 82 |
| SECTION 5. Resignation. | 82 |
| SECTION 6. Vacancies. | 82 |
| SECTION 7. President..... | 82 |
| SECTION 8. Vice President..... | 83 |
| SECTION 9. Secretary-Treasurer..... | 83 |
| ARTICLE VIII — NON-GOVERNANCE ADVISORY GROUPS | 83 |
| SECTION 1. Appointment..... | 83 |
| SECTION 2. Meetings. | 83 |
| SECTION 3. Term of Service..... | 84 |
| SECTION 4. Expenses. | 84 |
| ARTICLE IX — AFFILIATES..... | 84 |
| SECTION 1. Affiliation. | 84 |
| SECTION 2. Classes of Affiliates..... | 84 |
| SECTION 3. Governance Affiliates..... | 84 |
| SECTION 4. Non-Governance Affiliates | 84 |
| SECTION 5. State Directors of NEA..... | 84 |
| ARTICLE X — CHAPTERS (LOCALS) | 85 |
| SECTION 1. Definition of Chapter (Local). | 85 |
| SECTION 2. Purposes of Chapters (Locals). | 85 |
| SECTION 3. Unified Dues Requirement..... | 86 |
| SECTION 4. Rights of Active Members in Chapters (Locals). | 86 |
| SECTION 5. Protection of Chapter (Local) Integrity. | 86 |
| SECTION 6. Rules Governing Chapters (Locals)..... | 86 |

| | |
|---|-----------|
| SECTION 7. Restrictions upon Merger..... | 87 |
| ARTICLE XI — SERVICE CENTER COUNCILS | 87 |
| SECTION 1. Definition and Function..... | 87 |
| ARTICLE XII — STUDENT CTA..... | 87 |
| SECTION 1. Composition..... | 87 |
| SECTION 2. Purposes..... | 87 |
| SECTION 3. Constitution and Bylaws | 87 |
| SECTION 4. Advisor..... | 88 |
| SECTION 5. Expenses..... | 88 |
| ARTICLE XIII — EMPLOYMENT OF STAFF..... | 88 |
| SECTION 1. General..... | 88 |
| SECTION 2. Executive Director..... | 88 |
| SECTION 3. Evaluation of Staff..... | 88 |
| SECTION 4. Automatic Resignation or Limited Leave of Absence from Elected Office..... | 89 |
| ARTICLE XIV — BUSINESS AND FISCAL..... | 89 |
| SECTION 1. Fiscal Year..... | 89 |
| SECTION 2. Budget..... | 89 |
| SECTION 3. Dues..... | 89 |
| SECTION 4. Official Publication..... | 90 |
| SECTION 5. Standing Rules..... | 90 |
| ARTICLE XV — PARLIAMENTARY PROCEDURE | 90 |
| ARTICLE XVI — AMENDMENTS | 91 |
| SECTION 1. Proposal of Amendments to Articles of Incorporation and Bylaws..... | 91 |
| SECTION 2. Notice and Publicity..... | 91 |
| SECTION 3. Adoption of Amendments | 91 |
| SECTION 4. Adoption of Amendments | 92 |
| SECTION 5. Effective Date..... | 92 |

Articles of Incorporation

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens and residents of the State of California, under and by virtue of the provisions of the laws of the said State of California, do hereby certify, agree, and declare, each for himself and not one for the other, that we have this day voluntarily associated ourselves together for the purpose of forming a body politic, and incorporate, under and by virtue of the laws of the State of California.

And we hereby further certify:

First — That the name of this corporation shall be California Teachers Association. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law effective January 1, 1980, not otherwise applicable to it under Parts 3 and 5 of Division 2 of Title 1 of the Corporations Code of the State of California. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such Law.

Second — The purposes for which said Association is formed are:

To represent employees of public school employers in their employment relations with such employers;

To further the educational interests of the State of California, to give increasing efficiency to its school system, to secure and maintain for the office of teaching its true rank among the professions of the state, to furnish a practicable basis for united action among those devoted to the cause of education in the state;

To acquire by purchase or otherwise, buy, own, possess, hold, use, let, lease, rent, hire, mortgage, hypothecate, grant, bargain, sell, or otherwise secure and dispose of, and generally deal in all kinds of real estate and personal property for the purpose of this Association; also to lend money and to receive, own and hold security for the payment of the same, or otherwise to take, own and hold any and all kinds and classes of security for the repayment of money loaned, including mortgages and pledges of real and personal property, stocks, bonds, notes, and all other kinds of securities, and to fully satisfy and discharge all such mortgages and pledges when the money loaned is repaid; also to borrow money and to hypothecate, mortgage, or pledge any or all of its property, stocks, bonds, notes, or other securities as security for payment thereof or otherwise, and generally to do and perform any and every act and thing deemed necessary, proper, or expedient by its

Directors in the operating, conducting, maintaining, and protecting the business or property of said Association, to the same purpose and with the same effect as can be done by a natural person.

Third — That the county in this State where the principal office for the transaction of the business of this corporation is located is the county of San Mateo.

Fourth — This Association shall have perpetual existence.

Fifth — That the number of directors of this corporation and the conditions and terms of office of said directors, shall be established in the Bylaws. The names and residences of the directors who are appointed for the first year and to serve until the election and qualification of their successors are as follows, to wit:

M.E. Daily, San Jose, California; E.C. Moore, Los Angeles, California; J.H. Francis, Los Angeles, California; C.L. McLane, Fresno, California; C.C. Van Liew, Chico, California; E.B. Wright, Stockton, California; Fred T. Moore, Alameda, California; J.W. McClymonds, Oakland, California; A.F. Lange, Berkeley, California.

Sixth — That there shall be classes of members in this corporation as fixed in the Bylaws. Upon the death, withdrawal, dismissal, or resignation of any member, all rights held by such member under his certificate of membership shall revert to the corporation.

Seventh — That the rights and interests of all members of this corporation shall be as fixed in the Bylaws, and the following are the names of the persons, all of whom are citizens and residents of the State of California, who have paid their first annual membership fee and are entitled to membership in said corporation, to wit:

M.E. Daily, San Jose, California; E.C. Moore, Los Angeles, California; J.H. Francis, Los Angeles, California; C.L. McLane, Fresno, California; C.C. Van Liew, Chico, California; E.B. Wright, Stockton, California; Fred T. Moore, Alameda, California; J.W. McClymonds, Oakland, California; A.F. Lange, Berkeley, California

Eight — That this corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California

Articles of Incorporation filed in the office of the Secretary of State at Sacramento, January 16, 1907. The above incorporates amendments filed June 1, 1970, July 1, 1971, June 18, 1973, April 19, 1977, February 24, 1978, October 3, 1980, August 25, 1982 and May 24, 1989.

Bylaws

The Bylaws of the Association were totally revised effective April 9, 1949. Amendments have been made frequently since that date. The reprinting in this shows the wording as it existed at the end of the May 2009 meeting of the State Council of Education.

ARTICLE I — NAME AND PURPOSES

SECTION 1. The name of the Association is the California Teachers Association. The name may be abbreviated as CTA. *(Amended March 1991, January 1998)*

SECTION 2. Purposes. The Association has been established to:

- a. Secure unified planning and action on all matters pertaining to public education. *(Amended April 1960, January 1998)*
- b. Provide communication with and coordination among local, regional, statewide, and national organizations associated with or interested in the cause of public education; *(Amended January 1998)*
- c. Seek recognition or certification and provide representation for employees in matters relating to terms and conditions of employment, educational objectives, course content and curriculum, and the selection of textbooks. *(Adopted May 1976, Amended January 1998)*

SECTION 3. Distribution of Assets. The Association shall not be for profit and no part of the net earnings of the Association shall inure to the benefit of any of its members or any other private individual. In the event of the dissolution of the Association, after paying or adequately providing for its debts and obligations, the Board of Directors shall dispose of any remaining assets of the Association exclusively for educational purposes. *(Amended December 1955, January 1998)*

ARTICLE II — GOVERNANCE

SECTION 1. Definition. Governance is the process by which decisions are made and implemented by the members of the Association. *(Amended January 1998)*

SECTION 2. Governance Bodies. The governance bodies of the Association, in the order of their rank and precedence, shall be the following:

- a. **The General Membership.** Governance actions taken by this highest level shall be exercised through the processes of initiative and referendum elections, and through the direct membership election of voting representatives to the policymaking body.
- b. **Policymaking Body.** The State Council of Education shall act for the general membership as the policymaking legislative body of the Association.
- c. **Executive Body.** The Board of Directors shall be the policy executing body of the Association.

SECTION 3. Authority and Restrictions. The actions of all governance bodies shall conform to the Articles of Incorporation for the Association, and these Bylaws. *(Adopted May 1977; Amended January 1998)*

ARTICLE III — MEMBERSHIP

SECTION 1. Categories of Membership. There shall be five categories of membership in the Association: Active, Staff, Student, Retired and Associate. *(Amended January 1998)*

SECTION 2. General Requisites. Members in good standing must be current in dues payments, meet requirements specified for their category of membership, and meet the following qualifications: *(Amended January 1998; February 2001)*

- a. Membership in the Association is not transferable.
- b. No member shall be permitted to remain in a category of membership for which they are no longer qualified. *(Amended January 1998)*
- c. Members who have paid their dues for a membership year in a given category shall not have their rights to membership denied for the balance of that year. *(Amended January 1998)*
- d. Anyone admitted to any category of membership in the Association must also become a member through the payment of dues both in the chapter serving the area or level in which they are actively employed and of the National Education Association. *(Amended January 1998)*
- e. Enrollment in all categories of membership is limited to persons who support the principles and goals of the Association and who subscribe to the Code of Ethics of the Education Profession. *(Amended January 1998)*

SECTION 3. Description of Categories and Authorization for Enrollment.

The State Council of Education shall have the authority to authorize or to terminate authorization for membership enrollment in any given category, except for the Active category. *(Amended January 1998)*

- a. **Active.** Active membership shall be open to any person engaged in, or who is on a limited leave of absence from, non-administrative, non-supervisory, public education employment. The definition of administrative or supervisory status in higher education units shall be determined by the governing body of the local Association chapter. *(Amended October 1982, January 1998, June 2006)*
- b. **Staff.** Staff membership shall be open to any person employed by the Association or any of its national or state affiliates in a professional staff position.
- c. **Student.** Any person regularly enrolled in an institution of higher education preparing to become a teacher and eligible to become a member of the Student California Teachers Association under the provisions of the governance documents of that association may become a Student member. *(Amended January 1998)*
- d. **Retired Membership.**
 - (1) Any person who is or was a member of the Association and who is a qualified applicant for or recipient of service or disability retirement allowances from a public or private retirement system may become a member of CTA/NEA-Retired. Members who are drawing retirement benefits from the State Teachers' Retirement System and/or the Public Employees' Retirement System and are employed as a substitute in a school district on a day-to-day basis shall be considered CTA/NEA-Retired members, except substitutes who are dues-paying members of a recognized bargaining unit. The Board of Directors shall fix the terms and conditions upon which such memberships shall be issued, including the extent to which such memberships shall be free from the payment of assessments and the extent to which such terms and conditions shall not be subject to change or revocation by the Association. A member who is drawing retirement from the State Teachers' Retirement System and/or the Public Employees' Retirement System and returns to employment in a bargaining unit represented by CTA in a school district shall not be considered eligible for CTA/NEA-Retired membership.
 - (2) A member who is a dues-paying member of a recognized CTA bargaining unit is eligible to become a Preretired Subscriber. Preretired subscribers shall be eligible to receive the benefits and services of CTA/NEA-Retired as authorized by the CTA/NEA-Retired Board of Directors and upon the payment of life membership dues to CTA/NEA-Retired. Preretired subscribers shall not have the right to vote in any election of CTA/NEA-Retired officers, CTA/NEA-Retired representatives to the State Council of Education nor CTA/NEA-Retired representatives to the NEA Representative Assembly.
 - (3) Anyone admitted to any category of membership in CTA/NEA-Retired must also become a member through the payment of dues to NEA-Retired, unless the person was granted a waiver of this requirement on or before September 1, 1998. Any member who has not maintained membership in NEA-Retired in accordance with the above will not receive any services from NEA-Retired, and will not be counted for purposes of NEA-Retired delegation allocation in California. If a life member or any other member of NEA-Retired becomes a

member of CTA/NEA-Retired after September 1, 1998, the member must retain their membership in CTA/NEA-Retired thereafter. *(Amended March 1994, October 1997, April 2004)*

- e. **Associate.** Associate membership shall be open to any person who is interested in advancing the cause of public education but who is not eligible for any other class of membership in the Association. The different types of eligibility and services for such memberships shall be prescribed in the Standing Rules. *(Adopted May 1975, amended May 1976, June 1980)*

SECTION 4. Membership Cards. The amount and type of dues for each category of membership shall be as prescribed in Article XIV, Section 3. The Standing Rules shall contain the procedures by which dues are collected and transmitted to the Association, including the establishment of provisions for declaring delinquency and forfeiture of membership. The Board of Directors shall have the authority to waive the prescribed dues on an individual basis for extenuating or honorary circumstances. Each member of the Association shall be issued the appropriate membership card. *(Amended January 1998)*

SECTION 5. Rights and Privileges of Members.

- a. **Active Members.** Active members in good standing shall be entitled to the following rights and privileges:
 - (1) The right to vote on all matters submitted to the chapter membership; *(Amended January 1998)*
 - (2) Eligibility to run for and/or serve in any elective office and/or appointive position in the Association for which qualified, except as specified in Article XIII, Section 4; *(Amended January 1978, February 1981, January 1998)*
 - (3) Admission to and participation in Association meetings except for executive sessions of the Board of Directors; *(Amended January 1978, January 1998)*
 - (4) Receipt of the official publication of the Association; *(Amended January 1998)*
 - (5) The right to due process and choice of representation in any disciplinary proceedings within the Association; and *(Adopted January 1978; Amended January 1998)*
 - (6) Participate in Association services available to the membership. *(Amended January 1998)*
- b. **Other than Active Members.** Persons enrolled in categories of membership other than the Active shall be granted such privileges as may be prescribed for that category by the State Council of Education. *(Adopted May 1975, amended January 1978, June 1980, February 1981, June 1988, January 1998)*

SECTION 6. Obligations of Membership. Members of the Association shall be subject to the following obligations:

- a. Prompt payment of membership dues; *(Amended January 1998)*
- b. Support and promotion of the stated purposes of the Association; *(Amended January 1998)*

- c. Cooperation with Association officers, representatives and committees in furthering the program of the Association; *(Amended January 1998)*
- d. Conformity with the Code of Ethics of the Education Profession adopted by the National Education Association; and
- e. Support of and conformity to the provisions of these Bylaws. *(Adopted May 1975, Amended June 1980, October 1992)*

SECTION 7. Termination/Suspension of Membership.

- a. Membership in the Association shall terminate upon the death or resignation of the member. Membership may also be terminated for: *(Adopted May 1975, Amended January 1978, June 1980, June 1988, January 1998)*
 - (1) Failure to pay dues; *(Amended January 1998)*
 - (2) Flagrant or continued violation of recognized professional standards, including the provisions of the adopted code of ethics of the Association; *(Amended January 1998)*
 - (3) Service on a negotiating team representing a school board or representing a board of trustees of a higher education institution, if termination for that reason is requested by the governing body of a CTA chapter in the school district or higher education institution in question. Service shall include being a member of or a consultant to such a negotiating team. *(Added January 1992; Amended January 1998)*
- b. After proper investigation, the Board of Directors may expel or restrict rights of any member by a two-thirds vote by secret ballot. The due process rights of the members, including the right to representation and counsel, shall be safeguarded. *(Amended January 1978, January 1998)*
- c. Any appeal of such expulsion may be made to the State Council of Education whose decision may be final. *(Amended January 1998)*

ARTICLE IV—INITIATIVE, REFERENDUM, AND RECALL

SECTION 1. Initiative. The Active membership shall have the authority to make decisions on any matters affecting the Association through the initiative process. *(Amended January 1998)*

- a. After registration with the Secretary-Treasurer of the Association, initiative petitions must be circulated among the Active membership for no more than 120 calendar days to be considered valid. *(Amended January 1998)*
- b. Such petitions must contain the question proposed to be placed on the ballot.
- c. Registration shall include a written notice of intent to circulate, a copy of the petitions to be circulated, and the names of at least three Active members supporting the proposed measure. *(Amended January 1998)*

- d. The Secretary-Treasurer shall immediately transmit a copy of the petition to all members of the Board of Directors and the Board shall report this fact to the next meeting of the State Council of Education for informational purposes. *(Amended January 1998)*
- e. The circulators shall make a presentation to the Secretary-Treasurer of similar petitions signed during the specified time by 10 percent or more of the Active members of the Association. *(Amended January 1998)*
- f. The Board of Directors shall publicize such proposal in the official publication of the Association. The Board of Directors shall immediately appoint a committee consisting of three persons from those who registered the initiative proposal to draft a “Pro” argument and another committee consisting of three persons who oppose the issue to draft a “Con” argument. Each of these arguments shall be limited to 500 words. *(Amended January 1998)*
- g. The Secretary-Treasurer shall complete an appropriate verification process to determine the validity and sufficiency of the signatures within an additional thirty (30) day periods. *(Amended January 1998)*
- h. After examination of the original arguments, each committee shall also be given the opportunity to draft rebuttal arguments of no more than 200 words each. *(Amended January 1998)*
- i. Arguments and rebuttals shall be furnished to the members with the ballots in an election to be conducted among the Active members of the Association no less than ninety (90) calendar days after presentation of the circulated petitions. The period June 1 to August 31 shall not be included in this count. *(Amended January 1998)*

SECTION 2. Referendum. Any proposed action shall be referred to a vote of the Active membership upon two-thirds vote of the State Council of Education. *(Amended January 1998)*

- a. Referendum election procedures shall be the same as that prescribed for an initiative election, except that the action of the State Council directing the referendum shall substitute for the initiative petition. *(Amended January 1998)*
- b. The referendum action shall prescribe the exact wording of the question to be posed to the membership on the ballot. *(Amended April 1960, March 1973)*

SECTION 3. Recall. The State Council of Education shall have the authority to recall from office any person or persons holding office by virtue of having been elected thereto by the State Council of Education. *(Amended January 1998)*

- a. **Registration and Circulation of Recall Petitions.** Recall petitions must be registered with the Secretary-Treasurer prior to their circulation and shall use the form to be prescribed in the Standing Rules. These petitions shall be valid for a period of ninety (90) days. In the event that the proposed recall is for the person holding the office of Secretary-Treasurer, the request to register the petition shall be made to the President who shall, with the advice and consent of the Board of Directors, appoint an acting Secretary to handle the official acts required by the

Secretary-Treasurer in connection with recall, as described in this Article. *(Amended January 1998)*

- b. **Signature Requirements.** Only signatures obtained within the registration period shall be considered valid. Petitions must be signed by 25 percent (25%) or more of the voting members of the State Council of Education. *(Amended January 1998)*
- c. **Filing and Verification of Recall Petitions.** Completed petitions must be filed with the Secretary within thirty (30) days of the end of the circulation period specified at the time of their circulation. The Secretary-Treasurer shall complete an appropriate verification process to determine the validity and sufficiency of the signatures within an additional thirty (30) day period. *(Amended January 1998)*
- d. **Report to the Board of Directors.** The Secretary-Treasurer shall report to the Board of Directors at the time of registration of a recall petition and again at the Board meeting following the close of the verification period. *(Amended January 1998)*
- e. **Call of Election.** When it has been determined that a recall petition is valid, the Board of Directors shall publicize such request in the official publication of the Association within sixty (60) days. The question of the recall shall be submitted to a vote of the State Council of Education at the first meeting following publication. *(Amended January 1998)*
- f. **Action by State Council of Education.** If two-thirds of the members of the State Council of Education present vote to recall, the office shall immediately be declared vacant. *(Amended January 1998)*
- g. **Supplementary Rules.** Supplementary rules governing recall may be adopted and published in the official publication and by the same manner as are prescribed for other elections within the Association. *(Amended April 1960, June 1971, March 1973, March 1977, May 1977, June 1988, January 1998)*

ARTICLE V — STATE COUNCIL OF EDUCATION

SECTION 1. Functions. The State Council of Education shall be the statewide representative body of the Association and shall have the following functions and powers:

- a. Serve as the legislative and policymaking body. *(Amended January 1998)*
- b. Consider and act upon proposals affecting the welfare of the public schools of California. *(Amended June 1971, January 1998)*
- c. Elect the Executive Officers and other members of the Board of Directors. *(Amended October 1980; January 1998)*
- d. Determine the amount of the membership dues. *(Amended April 1960, May 1975, January 1998)*
- e. Adopt the annual budget of the Association. *(Adopted June 1971, Amended October 1973, January 1998)*
- f. Define the boundaries of the geographical districts from which Directors shall be chosen and the electoral districts from which Council representatives shall be elected

- following submission by the Board of Directors of the report of the Representation Committee. *(Adopted June 1971, Amended October 1973, January 1998)*
- g. Recommend to the Board of Directors for consideration expenditures not provided for in the regular budget of the Association. *(Amended January 1998)*
 - h. Elect the California State Directors of the National Education Association. *(Amended April 1960, June 1971, March 1979, January 1998)*
 - i. Amend these Bylaws as set forth Article XVI. *(Amended November 1969, March 1979, January 1998)*
 - j. Perform other powers as may be provided elsewhere in these Bylaws or by law. *(Amended March 1979, January 1998)*

SECTION 2. Composition. The State Council of Education shall be composed of elected voting representatives together with ex officio voting and non-voting members as prescribed below. Elected voting representatives shall include those elected from electoral districts and those elected to meet racial/ethnic minority guarantees. *(Amended January 1990, January 1998)*

- a. **Electoral District Representatives.** Except for electoral districts established to provide representation for members of CTA/NEA-Retired, an electoral district shall consist of one or more chapters of Active or Student members.
 - (1) Chapters of Active K-12 members, Active higher education members, and Student members shall not be combined into the same electoral district. *(Amended January 1998)*
 - (2) The boundaries of electoral districts shall be established by the State Council periodically following a review not less often than each three years. *(Amended January 1998)*
 - (3) Chapters shall be grouped to ensure that all chapters are in an electoral district large enough to be entitled to elect at least one representative. *(Amended January 1998)*
 - (4) The representation ratio for State Council shall be adjusted each year by a percentage amount, not to exceed the statewide percentage change in Association membership from the previous fiscal year. The ratio shall be a part of the Representation Report which is adopted each year by the State Council. *(Amended January 1998)*
 - (5) The number of representatives shall be established in such a manner that the final voting representation on the Council shall meet the test that 50.1 percent of the State Council representatives shall represent at least 45.1 percent of the Association members. *(Amended June 1991, January 1993, January 1998)*
- b. **Electoral District Retired Representatives.** Four (4) electoral districts shall be established to provide State Council representation for members of CTA-Retired. The Board of Directors shall define the boundaries of the electoral districts for Retired representatives. *(Adopted June 1991)*
- c. **Racial and Ethnic Minority Guarantees.** An annual ethnic census of the electoral district voting representatives shall be made to establish the proportion of such

persons who are members of racial/ethnic minorities in the categories of American Indian/Alaska Native, Asian/Pacific Islander, African American, and Hispanic. This proportion shall be compared with the proportion of all California public school teachers who are members of these minority groups. A determination shall be made of the number of additional representatives required to bring the proportion of minority voting representatives of the State Council so as to equal the proportion of those teaching in the California public schools. This number shall constitute the number of vacancies to be allocated on a one-person, one-vote basis among the geographical boundaries of the Service Center Councils for election. When an at-large racial/ethnic minority seat is established, it shall exist for nine years. *(Amended February 1981, January 1991, March 1991, January 1998)*

- d. **Ex Officio Voting Members.** *(Renumbered January 1990)*
 - (1) The members of the Board of Directors of the Association.
 - (2) The members of the Board of Directors of the National Education Association from California.
- e. **Ex Officio Non-voting Members.** One representative from each statewide non-governance (professional organization) affiliate. *(Amended October 1978 to be effective July 1, 1979)*

SECTION 3. Qualifications. The following qualifications must be met in order to be elected or continue as a voting representative to the State Council of Education within the appropriate category of membership: *(Amended January 1998)*

- a. Must be an Active, Student member of the Association, or a CTA/NEA-Retired member. *(Amended June 1991, Amended January 1998)*
- b. Must be an Active, Student, or NEA-Retired member. *(Amended June 1991, January 1992, January 1998)*
- c. Must be an Active or Student member of a chapter of the Association where such membership is available, provided that membership in no more than one such chapter shall be required. *(Amended October 1978 to be effective July 1, 1979)*
- d. For eligibility to serve as a Retired representative, the person must have held Active CTA membership at the time they retired and must reside in the Retired Electoral District they are elected to represent. *(Adopted June 1991)*

SECTION 4. Election and Term of Office of Elected Voting

Representatives. The provisions of this Section shall apply to representatives elected from electoral districts and to those elected for purposes of racial/ethnic minority guarantees. *(Amended January 1990, January 1998)*

- a. **Election.** All elections of voting representatives shall be conducted by an open nomination and secret ballot process. *(Amended January 1998)*
 - (1) Representatives from electoral districts shall be chosen by and from an election among all Association members contained within the electoral district. The chapter governance bodies for single-chapter electoral districts shall conduct and certify their own elections. The geographical Service Center Council containing

the largest share of members shall conduct and certify the election for a given multi-chapter electoral district. Each electoral district shall guarantee Black, Indigenous, and People of Color (BIPOC) representation among its total delegation which is at least proportional to its BIPOC membership.

(2) Representatives to meet BIPOC guarantees shall be chosen by and from an election among all the Active members contained within the Service Center Council boundaries to which the vacancies are allocated. The Service Center Council shall conduct and certify the election.

b. **Term of Office.** The term of office of elected representatives, with the exception of representatives elected by the Student California Teachers Association, shall be three years and shall expire June 25 of the year ending the term. When a new office is initiated creating two or more offices in an electoral district, such districts may elect representatives initially for less than the full three-year term to effect staggered terms. Representatives shall be eligible for reelection but no person may serve more than three consecutive three-year terms. No person may serve more than eleven consecutive years, including completed and/or extended terms, without a break in service of at least one year. No person will be eligible for election for any term which would provide total service greater than eleven consecutive years. *(Amended February 1981, October 1981, January 1984, October 1987, January 1998, April 2021)*

(1) The term of office of the BIPOC representative shall end on the June 25 immediately following the completion of three years from the date of election. *(Amended October 1987, January 1990, January 1998)*

(2) Whenever an electoral district gains substantially in membership so as to be entitled to one or more additional representatives based on the full ratio of members per allocated representatives, the Council may establish such additional allocation(s), following completion of prescribed procedures for study, verification, and report/recommendation to the Council. *(Adopted October 1981, January 1998)*

(3) Whenever an electoral district loses membership and is over-represented by one or more excess representatives, the following shall apply within the year following the decrease in membership: *(Amended January 1998)*

(a) If there are sufficient terms expiring that an open election can be held for the newly established decreased allocation, an election shall be held for the appropriate number of open seats.

(b) If sufficient terms expire which would eliminate the excess representation and no incumbent otherwise eligible to seek reelection is thereby deprived of doing so, no further action shall be required, and all elections to fill expiring terms thereafter shall be held as regularly scheduled.

(c) If sufficient terms do not expire which would eliminate the excess representation, all terms shall expire and an open election shall be held to fill the allocated seats. Those incumbents who are reelected shall be assigned

to the same term previously held. *(Adopted October 1981, Amended March 1985)*

- (d) If a midterm vacancy occurs, that seat shall be eliminated reducing the overrepresentation by one seat. *(Adopted February 2013)*
- (4) Bylaws of the Student California Teachers Association may provide for terms of less than three years duration. *(Adopted January 1984, Amended January 1998)*
- c. **Recall.** The electorate which chooses an elected representative shall have the power of removal by a two-thirds vote in a recall election held pursuant to election procedures. *(Amended January 1998)*
- d. **Vacancies.** Vacancies in the office of elected representatives shall be deemed to exist in the event of resignation, death, recall, or inability to serve, or if the elected representative is no longer employed to perform professional educational work within the electoral district from which they were elected. *(Amended January 1992, January 1998)*
 - (1) Elections shall be held to fill vacancies as soon as practicable. The term of office of the new representative shall be from the date of the elections until the completion date of the term filled. *(Amended January 1998)*
 - (2) The question of inability to serve shall be deemed to arise in the event of absence from two meetings during any single membership year or any two consecutive meetings. The Board of Directors shall notify the representative after the first absence. Prior to declaring a seat vacant, the Board of Directors may consider any extenuating circumstances, including but not limited to official leaves of absence from teaching, illness, and/or other personal emergency. The Board shall also take into consideration whether or not an elected alternate was available and notified to attend in the place of the regular delegate. Actions by the Board of Directors to declare a vacancy may be appealed to the next regular meeting of the State Council. Actions on the appeal by the Council shall be deemed to be final. *(Amended March 1983, June 1988, June 1992)*
 - (3) The Board of Directors may grant leaves of absences on a case by case basis.
- e. **Temporary Loss of Representation Delinquency in Dues Transmittals.** Payment and transmittal of dues on a timely basis is a prerequisite for representation on the State Council of Education. The Council may adopt policies setting forth standards for determination that a condition of delinquency exists. Such policies shall include provisions for formal notice of delinquency by the Board of Directors; a right to a due process hearing on the facts; the right to a timely appeal to the Council of any adverse decision contemplated as a result of the hearing prior to loss of representation or other rights; and the procedure for curing the delinquency. In cases where a representative is elected from a multi-chapter district, provisions shall be made for safeguarding the representation rights for those chapters which are in current dues status. *(Adopted October 1981, Amended October 1978 to be effective July 1, 1979)*

SECTION 5. Alternates. In the event an elected Representative is unable to attend a meeting of the State Council of Education, an elected Alternate shall be designated using the following process: *(Amended October 1978, October 1995)*

- a. **Single Chapter.** In an electoral district comprised of a single chapter, an elective Representative who is unable to attend such a meeting shall notify the president of the chapter, who shall designate an Alternate in a method set forth in the bylaws or standing rules of the chapter. *(Amended July 1999)*
- b. **Multiple Chapter.** In an electoral district comprised of two or more chapters, an elective Representative who is unable to attend such a meeting shall immediately notify the CTA President through the Governance Support Department. In an electoral district comprised of two or more chapters, Alternates in multiple electoral districts shall be selected on the basis of seniority and the use of a rotation method for each meeting that an Alternate is needed. If seniority is equal among Alternates, then the CTA alphabet will be used to determine which senior Alternate will be contacted by the Governance Support Department and notified to attend. The rotation would become effective with the first State Council meeting. If an alternate is unable to attend a meeting, the Alternate shall retain their place in the rotation order. *(Amended March 1991, June 1992, October 1995, January 1998, July 1999)*
- c. In the event a Representative in a multiple electoral district is absent from Council for more than one meeting, due to a leave of absence approved by the CTA Board of Directors, the same Alternate who has been selected on the basis of seniority shall attend for the Representative in their absence. If seniority is equal among Alternates, then the CTA alphabet will be used to determine which senior Alternate will be contacted and notified to attend. Once the Representative returns to Council, the Alternate who attended for the absent Representative shall move back into the rotation process. *(Amended October 1995, July 1999)*
- d. Only those Alternates who have been officially certified by the CTA Elections and Credentials Committee prior to the opening of the first session of State Council shall be seated and permitted to vote. *(Adopted March 1972, Amended October 1995, July 1999)*

SECTION 6. Duties of Representatives. Each representative shall: *(Amended January 1998)*

- a. Regularly attend all meetings of the State Council of Education.
- b. Participate actively in the work of committees to which they are assigned.
- c. Become informed on professional and educational matters in the chapter(s) represented and be prepared to make appropriate presentation of recommendations originating in the chapter(s). *(Amended June 1971, January 1998, October 2000)*
- d. Report regularly to their chapter(s) regarding the deliberations and actions of the State Council of Education. *(Amended June 1971, January 1998, October 2000)*
- e. Attend and participate in the meetings and activities of the Service Center Council of which their chapter is a part. *(Adopted June 1971)*

- f. Perform other duties as may be assigned to representatives by action of the State Council of Education. *(Amended October 2000)*

SECTION 7. Meetings. Meetings of the State Council of Education shall be classified as regular or special. *(Amended June 1971, October 1973, May 1981)*

- a. **Regular Meetings.** The Council shall meet in regular session on a frequency to be determined by the Council for each membership year. The last such meeting shall be designated the Annual Meeting of the Association. Dates and places for regular meetings shall be established by the Board of Directors within guidelines established by the Council. Regular meetings may consider any item of business within the policymaking function of the Council without prior notice. *(Adopted May 1981)*
- b. **Special Meetings.** Additional meetings of the Council may be called at any time by the Board of Directors or by petition containing the signatures of a majority of the members of the Council filed with the Secretary-Treasurer. The Board of Directors shall designate the place where each special meeting shall be held. Special meetings shall consider only those items listed in the notice of call. *(Amended June 1971, May 1981, January 1998)*
- c. **Notice.** Notice of the time and place of each regular meeting of the Council shall be published in the official publication of the Association at least two weeks prior to the date set for the meeting. No further notice of regular meetings shall be required. Written notice of the time and place of special meetings shall be delivered to each representative or mailed to them at their address as it is shown on the records of the Association at least two weeks prior to the date set for the meeting, together with a copy of the Board action calling the meeting, or the petition, whichever is applicable. Notice to a representative shall be deemed notice to their alternate. *(Amended May 1981, January 1998)*

SECTION 8. Voting Rights. Each voting member of the State Council of Education, as defined in Section 2 above, shall be entitled to one vote. Only members who are registered at the meeting of the Council shall be entitled to vote at that meeting. *(Amended April 1968, April 1969, April 1970, October 1973, renumbered October 1979, January 1998)*

SECTION 9. Quorum. The presence at any meeting of a majority of the voting members of the State Council of Education, as defined in Section 2 above, shall constitute a quorum for the transaction of business. *(Amended April 1968, October 1973)*

SECTION 10. Rules of Procedure. The rules governing proceedings at meetings of the State Council of Education shall be set forth in Article XV or the Standing Rules of the Association. *(Amended April 1966, June 1971, October 1973, Renumbered October 1979, January 1998)*

SECTION 11. Expenses. The expenses of meetings of the State Council of Education and of the voting members of the Council meetings shall be paid from Association funds in accordance with rules and regulations set forth in the Standing Rules of the Association.

Expenses shall be included in the annual budget of the Association. Payment of individual Council member expenses shall be dependent upon attendance and participation in all regular Council activities scheduled during a given Council meeting. *(Renumbered October 1979, Amended June 1983, October 1987, June 1988, January 1990, January 1998)*

ARTICLE VI — BOARD OF DIRECTORS

SECTION 1. Composition and Number. The Board of Directors shall consist of the following: *(Amended January 1998)*

- a. The President, ex officio;
- b. The Vice President, ex officio; *(Adopted May 1975)*
- c. The Secretary-Treasurer, ex officio; *(Adopted January 1978, Amended October 1980)*
- d. Between 17 and 26 Directors, both numbers inclusive, selected from within directorial districts as defined in Section 3 below; *(Amended May 1979, to be effective July 1980; January 1998)*
- e. Additional Directors who are members of BIPOC as defined in Section 3.b. below; and *(Amended January 1998, March 2000, April 2021)*
- f. An elected NEA State Director from California as defined in Section 3.c. below: *(Adopted May 1974, Amended May 1975, January 1978, May 1979, October 1980, January 1990, January 1998, March 2000)*

SECTION 2. Qualifications. The following qualifications must be met to serve on the Board of Directors: *(Amended January 1998)*

- a. Must be an Active member of the Association.
- b. Must be an Active member of the National Education Association. *(Amended January 1998)*
- c. Must be an Active member of a chapter of the Association where membership is available, provided that membership in no more than one chapter shall be required. *(Added June 1988; Amended January 1998)*
- d. Must be employed in the district which they represent. *(Added June 1992)*

SECTION 3. Nomination and Election.

- a. Directors from Directorial Districts.
 - (1) **Election.** Directors from directorial districts shall be elected by the State Council of Education at its Annual Meeting, or, when a vacancy occurs between Annual Meetings, at the next regular meeting. *(Amended January 1998)*
 - (2) **Establishment of Directorial Districts.** The boundaries of directorial districts shall be established by action of the State Council of Education. Such boundaries shall take into consideration the population and geographical distribution of Association membership and other criteria as the State Council of Education may

from time to time adopt and be in compliance with one-person, one-vote standards: *(Amended January 1998)*

- a. The total number of Active Association members shall be divided by the total number of geographical Directors to arrive at a base figure of members per geographical Director.
- b. A similar computation shall be obtained for each directorial district. *(Amended January 1998)*
- c. The figure for each directorial district shall be compared with the base figure to establish the percentage of deviation.
- d. The average percentage of deviation per geographical Director shall not exceed ten percent. *(Amended May 1979, to be effective July 1980)*

(3) **Nominating Caucus.** All voting Council members whose place of educational service is within the boundaries of each directorial district shall be eligible to participate in the nomination of Directors. Each district shall consider all nominees in caucus preceding election by the Council at times and places to be established within regularly adopted election procedures. An alternate shall vote in the same directorial district as that of the representative for whom they are an alternate. Names of eligible Association members may be proposed for caucus consideration by any Association member with the consent of the nominee. The caucus shall choose one or more nominees for presentation to the State Council of Education. Additional nominations of Active members of the Association employed within the boundaries of the directorial district may be made on the Council floor with the consent of the nominee prior to the election by the Council. Elections shall be by written ballot. *(Amended May 1976, October 1978, October 1981, January 1998)*

(4) **Deferral of Election.** By a two-thirds vote of declaration of emergency conditions at the time an election is pending, the State Council may defer an election of a Director from a given directorial district for a period of time up to one year. Such deferral may be vacated by a majority vote of the State Council at any time thereafter.

- b. **Racial and Ethnic Minority Directors.** There shall be two at-large members of the Board of Directors in the category of racial and ethnic minority director as defined in Article V, Section 2.c. Additionally, there shall be at least the same proportion of members of the Board of Directors who are members of those racial and ethnic minorities as the proportion required for the State Council of Education. If for any reason this minimum proportion of Directors is not either elected to or currently serving on the Board of Directors, the State Council of Education shall hold a special election at its next regular meeting to elect at-large the additional number of Directors necessary to meet this requirement. *(Amended January 1998)*
- c. **NEA Director Representation.** There shall be a representative from among the elected NEA State Directors from California. Whenever a vacancy occurs in the separate office of NEA Director serving on the CTA Board, a special election shall be held in which the State Council of Education shall choose one of the elected

California NEA State Directors to be seated as a regular voting member of the Board of Directors. The term of office shall begin on June 26 following the election and shall run concurrently through June 25 for the remainder of their current elected term as NEA State Director, provided that such person is not prohibited from serving as set forth in Section 4.c. below. *(Adopted May 1974, Amended May 1976, October 1978, March 1979, May 1979, January 1990, January 1998, March 2000, June 2004)*

SECTION 4. Term of Office.

a. Directors from Directorial Districts.

(1) Each Director shall be elected for a three-year term, beginning on June 26th following the election. Those elected to fill unexpired terms shall take office upon election and serve the unexpired portion of the term. If an election is deferred, the expiration date of term shall be the same. *(Amended October 1987, January 1998)*

(2) Directors shall be eligible for reelection, but no person shall serve more than three full three-year terms. *(Amended October 1978, May 1979, January 1998, November 2010)*

b. Racial and Ethnic Minority Directors-at Large. These Directors shall be elected for a three-year term beginning on June 26 following the election. At-large Directors shall be eligible for reelection or for election as a Director from a directorial district. Those elected to fill unexpired terms shall take office upon election and serve the unexpired portion of term. *(Adopted May 1974, Amended May 1975, November 1977, October 1978, May 1979, January 1998, March 2000, November 2010)*

c. All Directors. Directors who have been elected to three three-year terms shall not be eligible for reelection to the Board. *(Adopted March 2000, Amended November 2010)*

SECTION 5. Vacancies. A vacancy as Director shall exist in case of the death, resignation, recall, or inability to serve. If any Director ceases to be a member of the Association or is absent from a meeting of the Board without proper excuse more than three times during any one term of office, a vacancy shall be declared. The Board shall determine whether a particular absence is excused. An appeal of any adverse Board action may be made to the State Council of Education. When a Director, who is elected from within a directorial district, ceases to be employed in active educational service within the boundaries of the directorial district, a vacancy shall be declared. Periods of sabbatical and other temporary leaves of absence or loss of employment due to holding elected office in the Association shall not be deemed to be a lapse of such employment. Any declaration of vacancy on the Board of Directors may be appealed to the State Council of Education for final decision. *(Adopted May 1974, Amended May 1975, October 1978, January 1998)*

SECTION 6. Meetings of the Board. The Board of Directors shall hold no fewer than four regular meetings each year. Meeting dates shall be published in a publication of the Association. Special meetings may be called at any time by the President, or, if they are

absent or unable or refuse to act, by a majority of the Directors currently serving. Meetings locations shall be determined by the Board. Notice to the Directors of the regular meetings of the Board shall not be required. Written notice of the time and place of any other meeting shall be given to each Director at least five days prior to the date set for the meeting. The Board in contemplation of specific circumstances may waive the written notice. Emergency meetings may be held by telephone conference call upon two days' notice when called by the President, provided actions taken at such meetings are subject to ratification at a later regular or special meeting of the Board. *(Amended November 1969, June 1971, June 1980, January 1998)*

SECTION 7. Waiver of Notice. The transactions of any meeting of the Board of Directors shall be as valid as though taken at a meeting, provided a quorum is present and each of the absent Directors signs a written waiver of notice or consent to holding such meeting or the approval of the minutes. *(Amended January 1998)*

SECTION 8. Quorum and Prohibition of Use of Proxies. No official business of the Association shall be conducted by the Board when fewer than two-thirds of the total Directors are present. Every action made by a majority of the Directors present at a meeting at which a quorum is present shall be regarded as official action of the Board of Directors, unless a greater number be required by law, the Articles of Incorporation, or by these Bylaws. In the absence of a quorum, a majority of the Directors present at any directors' meeting may adjourn from time to time until a quorum is present, or adjourn to a time certain. A Director shall not be permitted to vote through a proxy or alternate. *(Amended June 1971, March 1973, January 1998)*

SECTION 9. Powers and Duties. The Board of Directors shall have the following powers and duties subject to the general policy directives of the State Council of Education: *(Amended October 1979, January 1998)*

- a. Exercise all the corporate powers of the Association and supervise and control its business and activities, subject only to the limitations and restrictions provided by law or these Bylaws. *(Amended October 1973, January 1998)*
- b. Employ and direct the utilization of staff. *(Amended October 1980, January 1998)*
- c. Make appropriate provisions for the evaluation of staff. *(Amended October 1980, January 1998)*
- d. Authorize the execution of contracts and other agreements necessary to the conduct the business of the Association. *(Amended January 1998)*
- e. Develop a budget for presentation to the State Council of Education for adoption, supervise receipts and expenditures, and set up proper procedures for the safekeeping and accounting of all funds of the Association. *(Amended June 1971, January 1998)*
- f. Incur indebtedness in the name of the Association for such sums as are necessary for current operations and any sums for a major project of the Association, provided that such project has been approved by the State Council of Education. *(Amended April 1960, January 1998)*

- g. Recommend the amount of the membership dues to the State Council of Education. *(Amended January 1998)*
- h. Determine the time and place of meetings of the State Council of Education, and such other professional meetings as may be sponsored by the Association. *(Amended January 1998)*
- i. Call special meetings of the State Council of Education. *(Amended January 1998)*
- j. Appoint the committees of the Association. *(Amended October 1979, January 1998)*
- k. Provide a complete record of the meetings of the Board of Directors and of the State Council of Education, the maintenance of membership records, and the preparation of annual reports of finances and activities of the Association. *(Amended January 1998)*
- l. Determine policies governing the administrative services and publications of the Association. *(Amended January 1998)*
- m. Approve the affiliation of statewide organizations with the Association, and issue charters to local chapters of the Association. *(Amended January 1998)*
- n. Adopt and amend the Standing Rules of the Association. *(Renumbered October 1979; Amended January 1998)*
- o. To indemnify its agents, as defined in the California Corporations Code, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any threatened, pending, or completed civil, criminal, administrative, or investigative action or proceeding, and to maintain insurance on behalf of any of its agents against any liability asserted against or incurred by the agent in such capacity or arising out of such status as agent. *(Amended May 1977, October 1979, October 1980, October 1987, June 1988, January 1998)*
- p. To declare vacant, for the purpose of the election process, a seat on the State Council of Education, the CTA Board of Directors, the NEA Board of Directors from California, and the CTA/ABC Committee. *(Adopted November 2000)*

ARTICLE VII — OFFICERS

SECTION 1. General. The officers of the Association shall be the Executive Officers and all Directors. The Executive Officers shall be President, Vice President, and Secretary-Treasurer. *(Amended October 1980, January 1998)*

SECTION 2. Qualifications. To be elected or continue in service as an Executive Officer a person must be an Active member of the California Teachers Association, the National Education Association, and a chapter of the Association where such membership is available. *(Adopted June 1988; Amended January 1998)*

SECTION 3. Election and Term of Office. The election and the terms of Executive Officers shall be as follows: The President, Vice President and Secretary-Treasurer shall be elected by the State Council of Education at the meeting preceding its Annual Meeting of the Council in odd-numbered years for a two-year term beginning June 26th. A person may be

reelected to the same office for a subsequent two-year term after which at least one year must elapse before becoming eligible for reelection. *(Adopted June 1971, Amended October 1973, May 1974, May 1975, January 1976, May 1977, January 1978, March 1979, October 1980, October 1981, October 1987, January 1998)*

SECTION 4. Subordinate Officers. The Board of Directors may appoint other officers as the business of the Association may require, each of whom shall hold office for specified period, have such authority, and perform duties as are provided in these Bylaws, in the Standing Rules, or as the Board of Directors may determine. *(Amended January 1998)*

SECTION 5. Resignation. An officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary-Treasurer. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified. *(Amended June 1971, January 1998)*

SECTION 6. Vacancies. A vacancy shall exist in case of the death, resignation, or inability to serve of the officer. In the case of a vacancy in the office of President, the Vice President shall become President for the remainder of the unexpired term, provided that the Vice President shall have been elected to the office of Vice President by the State Council of Education. In the event that the Vice President is an interim replacement appointed by the Board, they shall hold the office of President only until a special election of a new President can be held by the Council. In the event of a vacancy in the office of Vice President or Secretary-Treasurer, the Board of Directors shall appoint a temporary replacement to serve until the State Council of Education shall elect a permanent replacement to complete the unexpired portion of the term. Special elections shall take place at the next regular or special meeting of the Council which occurs not less than thirty days following the existence of the vacancy. *(Amended June 1971, May 1977, January 1978, October 1980, March 1985, January 1998)*

SECTION 7. President. The President shall have the following powers and duties:

- a. Preside at all meetings of the Board of Directors. *(Amended January 1998)*
- b. Call special meetings of the Board of Directors at any time, at their discretion or upon the request of ten or more Directors. *(Amended June 1971, January 1998)*
- c. Preside at all meetings of the State Council of Education. *(Amended January 1998)*
- d. Direct the planning of the meetings of the State Council of Education, and other Association conferences and meetings subject to the advice and direction of the Board of Directors and with the cooperation and assistance of the State Executive Director. *(Amended June 1971, January 1998)*
- e. Sign major contracts and other documents related to the business and professional activities of the Association. *(Amended June 1971, Amended January 1998)*
- f. Make an annual report of Association activities to the State Council of Education and to the membership. *(Amended January 1998)*
- g. Serve as the official representative of the Association. *(Amended January 1998)*

- h. Serve as an ex officio member of all the standing committees of the Association. *(Amended January 1998)*
- i. Perform other duties as may pertain to the office of President. *(Amended January 1998)*

SECTION 8. Vice President. The Vice President shall perform duties as assigned by the President. In the absence or disability of the President, the Vice President shall perform all the duties of, and be subject to all the restrictions upon, the President. *(Amended June 1971, January 1998)*

SECTION 9. Secretary-Treasurer. The Secretary-Treasurer shall perform the duties of Secretary and of the Treasurer, which may be referenced either separately or together. The Secretary-Treasurer shall have the following powers and duties: *(Amended January 1998)*

- a. Have custody of the corporate seal. *(Amended January 1998)*
- b. Maintain the minutes and other records of the governance bodies of the Association. *(Amended January 1998)*
- c. Act as the chairperson of the governance bodies in the event of temporary absence or inability of both the President and Vice President. *(Amended January 1998)*
- d. Exercise general supervision over the receipt and disbursement of all funds of the Association. *(Amended January 1998)*
- e. Have official custody of all funds and property of the Association. *(Amended January 1998)*
- f. Supervise the preparation of the annual budget and periodic financial reports and the preparation and distribution of the annual financial report to members of the State Council of Education. *(Amended January 1998)*
- g. Supervise the preparation of such other financial reports as may be required by the Board of Directors or by the State Council of Education. *(Amended January 1998)*
- h. Perform other duties as pertain to the office of Secretary-Treasurer. *(Amended May 1977, October 1980, October 1987, June 1988, January 1998)*

ARTICLE VIII — NON-GOVERNANCE ADVISORY GROUPS

SECTION 1. Appointment. The Board of Directors shall have the authority to establish, appoint members, and assign the charge(s) for non-governance advisory committees, commissions, task forces, and similar groups. *(Amended January 1998)*

SECTION 2. Meetings. All meetings of non-governance advisory groups shall be held at times and places as approved by the Board of Directors. *(Amended January 1998)*

SECTION 3. Term of Service. Appointments shall be for a period of one year unless otherwise prescribed. *(Amended January 1998)*

SECTION 4. Expenses. Meetings expenses shall be paid out of the general funds of the Association. *(Adopted October 1979, January 1998)*

ARTICLE IX — AFFILIATES

SECTION 1. Affiliation. Affiliation shall mean a reciprocal contractual agreement between the Association and an organization involved with or interested in education. Such an affiliation shall continue until the affiliate withdraws or becomes disaffiliated. *(Adopted May 1975, Amended January 1998)*

SECTION 2. Classes of Affiliates. Affiliates shall be of two types, governance and non-governance. *(Adopted May 1975, Amended January 1998)*

SECTION 3. Governance Affiliates. Affiliates shall be of three types, national, state and local. *(Amended June 1990, January 1998)*

- a. **National.** The National Education Association is the national affiliate. *(Amended January 1998)*
- b. **State.** The Community College Association and the California Faculty Association are state governance affiliates, with the powers, duties, and functions as specified elsewhere herein or as provided for in agreements between the Association. *(Added June 1990, January 1998)*
- c. **Local.** Chapters, as described elsewhere in these Bylaws, shall be the local affiliates of the Association for governance matters. *(Adopted May 1975, January 1998)*

SECTION 4. Non-Governance Affiliates. Non-governance affiliates shall be of two types: professional organizations and related organizations. *(Amended January 1998)*

- a. **Professional Organizations.** A professional organization shall comprise at least seventy-five percent Association members with a common occupation or subject matter assignment, who are organized to further specific educational objectives. Such organizations shall meet at least the minimum standards for non-governance affiliation as prescribed in the Standing Rules.
- b. **Related Organizations.** A related organization shall be an auxiliary or service organization comprising at least three-fourths Association members with a common interest or occupation. Such organization shall meet at least the minimum standards for non-governance affiliation as prescribed in the Standing Rules. *(Adopted May 1975, Renumbered October 1979, Amended January 1998)*

SECTION 5. State Directors of NEA. State Council of Education members elected by direct vote of the membership shall elect the California State Directors for the National Education Association: *(Amended May 1979, January 1998)*

- a. **Qualifications.** Any member who meets the following qualifications may be nominated for the office of State Director. *(Amended June 1971, June 1972, October 1973, May 1979, January 1998)*
 - (1) Active or Life member of the National Education Association. *(Amended January 1998)*
 - (2) A member in good standing of the chapter of the Association where chapter membership is available. *(Amended January 1998)*
 - (3) Is employed in the area to be represented. *(Amended January 1998)*
- b. **Vacancies.** If during their term of office, any State Director dies, resigns, or becomes unable to serve their full term, or if they cease to be employed in the area which they represent, their office shall be deemed vacant. Their successor shall be selected to fill the remainder of the term as set forth in the Standing Rules of the Association. *(Amended November 1969, October 1973, January 1998)*
- c. **Alternate Directors.** There shall be three alternate NEA Directors elected at large for terms of three years each, with one term expiring each year. Elections to fill vacancies shall be held during the Annual Meeting of the State Council of Education. Criteria for the election and eligibility for service shall be as prescribed in Section 5.a.(1)(2). The positions shall be designated as first, second, and third alternate according to the cumulative length of continuous service as Alternate NEA Director, except that rankings shall be established by the drawing of lots in the case of Alternate NEA Directors who have an equal amount of such service. Vacancies occurring in the office of Alternate NEA Director need not be filled between Annual Meetings unless all three offices become vacant. Alternate NEA Directors shall serve in the absence of a regular Director from any NEA Board meeting. An Alternate shall also be recommended to the NEA Board of Directors or Executive Committee to serve as Interim Director to fill a permanent vacancy until an election for regular replacement is held and certified. *(Adopted October 1980, Renumbered October 1980, Amended June 1987, January 1992, January 1998)*

ARTICLE X — CHAPTERS (LOCALS)

SECTION 1. Definition of Chapter (Local). A chapter (local) is the basic unit of self-governance within the Association. It may be organized in a manner which comprises any compatible unit and complies with the minimum standards of chartering. *(Adopted January 1976; Amended January 1998)*

SECTION 2. Purposes of Chapters (Locals). The purposes for which chapters (locals) are organized shall include: *(Amended January 1998)*

- a. Maintain and extend loyalty to the Association. *(Amended January 1998)*
- b. Make available to members the services of the Association. *(Amended January 1998)*

- c. Provide communication between the Association and its members. *(Amended June 1971, January 1998)*
- d. Create opportunities at the local level for individual members to participate in the initiation and development of policy for the Association. *(Amended January 1998)*
- e. Serve, as far as practicable, as the basis upon which representation to the State Council of Education and the Service Center Councils shall be determined. *(Amended April 1960, June 1971, January 1998)*
- f. Seek recognition or certification and provide representation for employees in matters relating to wages, hours of employment, health and welfare benefits, leave and transfer policies, safety conditions of employment, class size, procedures to be used for evaluation of employees, organizational security, processing grievances, educational objectives, course content and curriculum, and the selection of textbooks. *(Amended May 1976, January 1998)*

SECTION 3. Unified Dues Requirement. A chapter of the Association shall require that anyone admitted to Active membership in the chapter must also become a member of the Association and of the National Education Association through payment of membership dues. The chapter shall be responsible for payment and transmittal of dues to the Association on a timely basis. *(Adopted May 1975; Amended January 1998)*

SECTION 4. Rights of Active Members in Chapters (Locals). Each chapter (local) shall guarantee its Active members an open nomination procedure and a secret ballot. No chapter shall discriminate against its Active members in their right to vote, seek office, or otherwise participate in the activities of the chapter, the Association, or the NEA. Chapters with members in multi-track, year-round schools shall develop specific provisions to ensure that all members are afforded the right to participate in chapter, Association, and NEA activities. *(Adopted January 1976, Amended January 1991, January 1998)*

SECTION 5. Protection of Chapter (Local) Integrity. The Association may establish a trusteeship over an affiliated chapter. *(Adopted June 1993; Amended January 1998)*

- a. A trusteeship may be established and administered for the purpose of correcting corruption or financial malpractice, assuring the performance of collective bargaining agreements or other duties of a bargaining representative, restoring democratic procedures, or otherwise carrying out the legitimate objects of the Association.
- b. The Board of Directors will adopt such rules and procedures as may be necessary to implement this Section. Those rules and procedures define the steps required to initiate, establish, modify, and terminate trusteeships; delineate the powers and duties of trustees; and include a process for appealing actions of the Board of Directors — establishing, retaining, modifying, or lifting trusteeships — to the State Council for final adjudication. *(Amended January 1998)*

SECTION 6. Rules Governing Chapters (Locals). The qualification, process of issuing and revoking charters, financial obligations, privileges and duties, and the process of

suspension or expulsion of chapters shall be as set forth in the Standing Rules of the Association. *(Amended January 1976, January 1998)*

SECTION 7. Restrictions upon Merger. No chapter affiliated by the Association as a governance affiliate shall enter into a merger requiring affiliation with any other organization, or the payment of dues either by individual members or by the chapter to any other organization, whenever such other organization is not affiliated with or by the Association. *(Adopted February 1981)*

ARTICLE XI — SERVICE CENTER COUNCILS

SECTION 1. Definition and Function. The Board of Directors shall establish Standing Rules governing formation and operation of Service Center Councils comprised of chapters which, combined, enroll a minimum of 6,000 members of the Association when practicable. The purpose and functions of these Councils will be as follows:

- a. Coordinate member participation in Association activities for the decentralized delivery of chapter and member services. *(Amended January 1998)*
- b. Establish statewide channels of communication, respond to requests from State Council committees, and offer information and recommendations to the State Council and Board of Directors following study and discussion of professional issues. *(Amended January 1998)*
- c. Develop Service Center regional objectives. *(Amended January 1998)*
- d. Advise the Service Center staff about programs needs and evaluate programs and services. *(Amended January 1998)*
- e. Provide a foundation for regional political activities and legislative contact programs. *(Amended January 1998)*
- f. Perform such additional functions as may be set forth in the Standing Rules. *(Adopted June 1971, Renumbered October 1979; Amended January 1998)*

ARTICLE XII — STUDENT CTA

SECTION 1. Composition. The Student members of the Association shall be members of the Student California Teachers Association. *(Amended April 1960, January 1998)*

SECTION 2. Purposes. The purposes of the Student California Teachers Association shall be to provide a means of active cooperation among students in California's colleges and universities preparing to become teachers, and to stimulate professional attitudes among future teachers. *(Amended April 1960, January 1998)*

SECTION 3. Constitution and Bylaws. The qualifications of members, the internal organization, the duties of officers, and other matters pertinent to the organization and operation of the Student California Teachers Association shall be set forth in its constitution

and bylaws, which shall be subject to the ratification and approval of the Board of Directors of the California Teachers Association. Any amendment to or revision of such constitution and bylaws shall also be subject to the ratification and approval of the Board of Directors of the California Teachers Association. *(Amended April 1960)*

SECTION 4. Advisor. The Student California Teachers Association shall be under the general supervision of an advisor appointed by the Executive Director with the approval of the Board of Directors of the Association. The advisor shall present reports of the activities of the Student California Teachers Association to the Board of Directors. *(Amended April 1960, January 1998)*

SECTION 5. Expenses. The expenses of delegates to regular conferences of the Student California Teachers Association, as provided in the Constitution of that Association, and other expenses of the Student California Teachers Association as may be approved by the Board of Directors of the California Teachers Association shall be paid by the California Teachers Association. *(Amended April 1960, May 1977, Renumbered October 1979, Amended January 1998)*

ARTICLE XIII — EMPLOYMENT OF STAFF

SECTION 1. General. The Board of Directors, acting within the general policy provisions and budgetary constraints enacted by the State Council of Education, shall employ, make provisions for the regular evaluation of, and deploy staff as necessary. *(Amended January 1998)*

SECTION 2. Executive Director. An Executive Director shall be employed under contract. The contract shall fix terms and conditions of employment. The length remaining in the term of the contract at any given time shall not exceed four years from date of notice of intent to terminate. The Executive Director shall:

- a. Serve as the general manager of the program and activities of the Association, under the direction and control of the Board of Directors.
- b. Have the responsibility, and commensurate authority, for the activities of all staff of the Association. *(Amended January 1998)*
- c. Propose to governance bodies such activities as they deem pertinent to the purposes and objectives of the Association. *(Amended January 1998)*
- d. Provide advice to the non-governance advisory groups of the Association. *(Amended January 1998)*
- e. Perform such other duties as may properly pertain to the office as prescribed by law, these Bylaws, or other actions of the Board of Directors. *(Amended January 1998)*

SECTION 3. Evaluation of Staff. The Board of Directors shall be responsible for the periodic evaluation of the Executive Director and for establishing written procedures for the

Executive Director to implement in evaluating the performance of other staff of the Association. *(Amended January 1998)*

SECTION 4. Automatic Resignation or Limited Leave of Absence from

Elected Office. If a person becomes a paid employee of the Association or its affiliates, they should be deemed to have resigned, or to have requested a leave of absence from, any elected office having a vote on either of the elected governance bodies of the Association; i.e., the State Council of Education or the CTA Board of Directors. This restriction shall not apply to expense or salary reimbursements for release time from public education employment in order to hold elected office or to those who are intermittently employed. The CTA Board of Directors shall notify each person affected by this provision of the option of seeking a leave of absence instead of an automatic resignation, with a reasonable time in which to request the leave. Where a leave of absence is to be sought rather than automatic resignation, such leave of absence must be approved by the Board of Directors. Only one such leave of absence not to exceed six months in duration may be granted per any given elected term of office. Any vacancies created by such leaves of absence shall be filled on a temporary basis by the elective authority with a term ending with the expiration of the leave of absence. *(Adopted October 1980, Amended February 1981, January 1998, January 1999)*

ARTICLE XIV — BUSINESS AND FISCAL

SECTION 1. Fiscal Year. The fiscal year of the Association shall begin on September 1 and end on the following August 31, both dates inclusive. *(Adopted May 1977)*

SECTION 2. Budget. The annual budget shall be established by the State Council of Education and administered by the Board of Directors. *(Adopted May 1977)*

SECTION 3. Dues. The State Council of Education shall have the authority to adopt the regular dues levels for the membership as part of its responsibility for funding the budget. *(Amended March 1979, January 1998)*

- a. **Dues for Active Members.** The proposed dues for Active members of the Association in full-time educational service shall be adjusted each year by a percentage amount not to exceed the statewide percentage change in average classroom teacher salary, exclusive of step and column increases, within California public schools totaled over a three (3) year period, divided by three (3). Such adjustments shall be included within the adoption of the budget of the Association and shall be computed on the change in such average statewide classroom teacher salary taking place during the three (3) fiscal years immediately preceding the year in which the budget is adopted. *(Amended January 1992, January 1998)*

- b. **Dues for Less Than Full-Time Active Membership.** Dues for Active members of the Association in less than full-time educational service may be set at a lower amount as specified in the Standing Rules. *(Amended January 1998)*
- c. **Changing Dues Base.** Any change in the ongoing dues base beyond the amount which would be established by the computation may be approved by the following processes: *(Amended January 1998)*
 - (1) Formal proposal by the Board of Directors. *(Amended January 1998)*
 - (2) Notice to be given to the members of the State Council of Education at the meeting immediately preceding the Annual Meeting at which the change in base figure is to be voted upon, and to be published in the official publication of the Association at least ten days prior to the Annual Meeting. *(Amended January 1998)*
 - (3) The State Council of Education may adopt the proposed change, or any lesser change, in the ongoing dues base figure at the Annual Meeting. *(Amended January 1998)*
 - (4) The effective date of any change in the ongoing dues base figure shall be with the budget next adopted after the Council action approving the change.
- d. **Dues for Other than Active Members.** The State Council of Education shall have the authority to establish policies and/or authorize formulas for dues levels for all other categories of membership so long as the amounts of such dues do not exceed those prescribed for full-time members. *(Adopted October 1978, Amended March 1979, January 1998)*

SECTION 4. Official Publication. There shall be an official publication of the Association and any notice required by law or by these Bylaws to be given to the members of the Association or the State Council of Education may be given to members by publishing the notice in the official publication. *(Amended April 1960, May 1977, January 1998)*

SECTION 5. Standing Rules. The Board of Directors of the Association, acting by the affirmative vote of two-thirds or more of its members, shall have the power to adopt and amend rules and regulations pertaining to the purposes, activities, and business of the Association. These rules shall be known as the Standing Rules. *(Amended May 1977, Renumbered October 1979, October 1980, January 1998)*

ARTICLE XV — PARLIAMENTARY PROCEDURE

On all matters of procedure not otherwise covered by the provisions of these Bylaws, or by the Standing Rules of the Association, Robert's Rules of Order, latest revised edition, shall be the official guide. *(Amended May 1977, Renumbered October 1979, October 1980)*

ARTICLE XVI — AMENDMENTS

SECTION 1. Proposal of Amendments to Articles of Incorporation and

Bylaws. Amendments to the Articles of Incorporation and/or these Bylaws may be proposed by any one of the following: *(Amended January 1998)*

- a. The affirmative vote of at least two-thirds of the members of the Board of Directors.
- b. The affirmative vote of a majority of those present at any meeting of the State Council of Education.
- c. The regular initiative or referendum processes as stated in Article IV, Section 1 and 2. *(Amended January 1998)*

SECTION 2. Notice and Publicity.

- a. After an amendment or amendments to the Articles of Incorporation or these Bylaws has been proposed as provided in Section 1, a copy shall be provided to each voting member of the State Council of Education and published in the official publication of the Association. Notice and publication shall be completed at least thirty (30) days prior to either the meeting of the State Council of Education at which action on the amendment or amendments is to be taken or the date of the initiative or referendum election. *(Amended January 1998)*
- b. A reference in the minutes of the meeting of the Board of Directors in the case of an initiative or referendum election, or in the meeting of the State Council of Education when adopted by the State Council, that notice and publication has been duly accomplished within the time specified shall be conclusive evidence of such fact. *(Amended January 1998)*
- c. In the case of an initiative or referendum election, both the current and the proposed wording of the affected sections of the Articles of Incorporation and Bylaws shall be sent to the membership with the other prescribed election materials. *(Amended March 1973)*

SECTION 3. Adoption of Amendments to Bylaws. Any amendment to these Bylaws may be adopted by any of the following processes: *(Amended January 1998)*

- a. Approval by at least a two-thirds vote of the Active and life members participating in a valid initiative or referendum election.
- b. The affirmative vote by written ballot of at least two-thirds of the votes cast at the meeting of the State Council of Education at which such amendment is submitted for action, provided that at least a majority of the voting members of the Council, as defined in Section 2 of Article V above, vote affirmatively for the amendment regardless of the number registered for the meeting.
- c. Prior to the written ballot, amendments shall be considered during a business session of the Council and may be modified by majority vote of the Council in any manner which does not increase their scope or impact.

- d. The final written vote on the adoption of amendments at a meeting of the State Council shall be at polling places under regularly-adopted elections procedures designed to insure that every voting Council member present at the meeting has a reasonable opportunity to cast a vote. *(Amended March 1973, October 1973)*

SECTION 4. Adoption of Amendments to Articles of Incorporation.

Amendments to the Articles of Incorporation may be adopted by the Board of Directors by the affirmative vote of at least two-thirds of its members following consent by either the State Council of Education or the Active and Life members voting in a valid initiative or referendum election in the same manner as if giving approval to a Bylaws amendment.

(Amended January 1998)

SECTION 5. Effective Date. An amendment to these Bylaws shall become effective immediately upon its adoption, unless otherwise provided in the amendment. An amendment to the Articles of Incorporation shall become effective upon filing of a certificate of amendment with the Secretary of State of the State of California. *(Article amended in its entirety November 1969, Renumbered October 1979, October 1980, Amended January 1998)*