

# **BYLAWS**

## **ASSOCIATION OF ENGINEERING EMPLOYEES OF OREGON**

**Updated July 2019**

### **DEFINITIONS**

- Agency – The Oregon Department of Transportation, the Oregon Department of Forestry, the Oregon Parks and Recreation Department and any other Oregon State Agency the Association may adopt.
- Allied, Allied unit – Employees in an unnamed State Agency that has not been adopted at the time these Bylaws were put into effect. An Allied unit may have one or more Directors.
- Executive Board – The Executive Board consists of the President, First Vice President, Second Vice President, Secretary Treasurer, and Director-at-Large.
- Committees – An individual or group of active members organized by the Board for the purpose of providing recommendations to the Board on a specific topic.
- Committee Chair – The active member who reports the committee actions and recommendations to the Board at the regular Board meetings.
- Director – An elected representative of the members. A Director will represent employees in not more than one Agency.
- Board – Voting members of the Board: The President, First Vice President, Second Vice President, Secretary Treasurer, Region Directors, and Directors from ODF and OPRD, and Director-at-Large. This body is herein after called the Board.
- Management Service Firm- Provides Executive Director Leadership and services to the Board and membership.
- Officer- An elected or appointed member of the Board.

### **ARTICLE I – Membership**

1. Membership shall be provided in the Constitution upon payment of dues, except that:
  - a. An Active member in good standing shall have all privileges of membership
  - b. An Associate member in good standing shall have all the privileges of membership except those prohibited in Article III, section 3 of the Association Constitution. Associate members are most often Active members who have accepted a Management position in the Agency but have continued to pay dues. Such members may not serve as an officer, committee chair or vote.
  - c. An Honorary member in good standing shall have all the privileges of membership except those of serving as an officer, committee chair or voting in elections.
2. Membership in the Association shall not preclude membership in any other organization.

### **ARTICLE II – Duties of Officers**

1. The President shall preside at all meetings of the Board. The President shall appoint all committees and prescribe their responsibilities. The President shall be an ex-officio member of all committees.
2. The First Vice President shall preside in the absence of the President and perform such additional duties as prescribed by the President or the Board. The First Vice President shall be Membership Chairman and is responsible for recruitment, retention, new employee orientation and membership follow-up. The First Vice President shall be the Bargaining Chair or if he/she cannot perform those duties they must find a suitable replacement with the approval of the Board.
3. The Second Vice President shall preside in the absence of the President and the First Vice President and perform such additional duties as prescribed by the President or the Board. The Second Vice President shall be Salary Chairman and is responsible for salary issues, monitoring statewide salaries, and providing updated salary surveys for the bargaining committee.
4. The Secretary-Treasurer shall be responsible for a review of the minutes of all meetings, all financial transactions, and shall provide appropriate financial reports to the Association.
5. Directors, as representatives of the Board, shall be responsible for all Association business for the Agency employees they represent and must submit written reports of any AEE meetings they hold or conduct to the Secretary-Treasurer. Assistant Directors may serve as their Director's designee and have voting rights when doing so but are not full members of the Board in their own right.

### **ARTICLE III –Board of Directors**

#### **A. Board Operations**

1. The Board shall formulate policy, enforce the Constitution and Bylaws and exercise reasonable responsibility and authority necessary to accomplish the purposes of the Association.
2. The Board shall be responsible for the financial management of the Association. The Board shall have financial records audited annually and publish a statement thereof to the general membership. The Board shall have the Secretary-Treasurer prepare a budget each biennium showing operating expenses for the Association office, Board meetings, Director meetings and other miscellaneous expenses.
3. A majority vote of the Executive Board may retain a Management Service Firm, Attorney, or other contractors as the Board finds necessary, who shall work with the President, the Secretary-Treasurer and have such other responsibilities as the Board may assign.
4. The Board may disburse Association funds for such goods and services as necessary to accomplish the goals of the organization upon receipt of proper billing.
5. The Board may require bonds of individuals handling Association funds, which bonds shall, if required, be paid by the Association.

6. While services of officers shall be voluntary, the Board shall reimburse any member or other individual for approved “out of pocket” expense incurred for service rendered on behalf of the Association.
7. The Board, by two-thirds vote, after giving written notice specifying reasons and an opportunity for a hearing, may revoke active membership of any active member for action contrary and detrimental to the principles and purposes of the Association. The board may further stipulate that the represented individual is ineligible to again become an active member for a specific time period.
8. Any officer may request to resign at any time by delivering a written notice to the President, the Secretary/Treasurer, or to the Board. The Board shall vote on whether the officer will be eligible to run or hold office in the future.
9. An officer may be removed by a  $\frac{3}{4}$  majority of the Board due to excess absences of more than two unexcused absences from board meetings in a biennium, conflict of interest, or violations of AEE Board policies.

## **B. Board Meetings**

1. Regular meetings of the Board shall be held quarterly. The quarterly meetings will be held normally during the fourth week in January, April, July and October. The third quarterly meeting of the calendar year shall be designated as an annual meeting, at which the installation of new officers shall take place.
2. At least one-half of the total members of the Board must be present to constitute a quorum, a majority of which at a legally constituted meeting may conduct the business of the Board.
3. Special meetings of the Board may be called upon ten (10) days notice and may be called by the president, or upon petition of three (3) of the Board members, upon three (3) days’ notice. A polled majority of the total membership of the Board may waive the three-day notice.
4. Roberts Rules of Order, Revised, shall rule the conduct of all Board meetings unless other rules have been adopted.
5. Executive Session: The President may call for an executive session of the board and ask that non-Board members leave the room at any time.

## **ARTICLE IV – Area Meetings**

1. The Director, or designee shall preside at all meetings in his/her area of representation.
2. The time and place for such area meetings shall be determined by each Director in agreement with the President to resolve any scheduling conflicts.
3. A written record of such area meetings and items of interest voted upon and passed as a recommendation to the Board at a Director area meeting, must be presented by the Director to the Secretary-Treasurer so they can be presented to the Board at the next quarterly meeting.

4. Roberts Rules of Order, Revised, shall rule the conduct of all meetings unless other rules have been adopted.

#### **ARTICLE V – Committees**

1. The President shall appoint the following standing committees:
  - a. Grievances – consisting of three (3) members, which shall include the President, or 1<sup>st</sup> Vice President, and two non-involved Board Members or their designees.
  - b. Collective Bargaining
  - c. Nomination and Elections
  - d. Governance
  - e. Organizing
  - f. Budget
  - g. Editorial
  - h. Technical
2. The President shall appoint the following representatives:
  - a. Insurance
  - b. Retirement

#### **ARTICLE VI – Election of Officers**

1. To be eligible to serve as an elected official, an individual must be a member in good standing and have been an Active member of the Association of Engineering Employees for at least one (1) year prior to the submission of his or her name as a candidate. Exception to this is when an Allied Unit is first accepted into the Association.
2. To be eligible to serve as First Vice President or Second Vice President, a candidate must have served as an AEE Director or Board Member for at least one full term in the immediately preceding four terms prior to the election of such office.
3. Members removed from office under Article 3.9 will not be eligible to hold or run for office.
4. Candidates may not run for more than one office at a time. Candidates who are incumbents are permitted to hold their positions while running for another office but must vacate their prior position if elected to the new position.
5. The terms of all officers shall be for two (2) years. They shall be elected, each year as hereinafter described, prior to and installed at the third quarterly meeting of the Board with a vote of 2/3's or more the Board may vote to allow a Director to run additional terms if it is deemed necessary to fill a position.
6. The officers and Directors shall be divided into two (2) groups. The President, First Vice President, and Directors of ODOT Region I, Headquarters, Mill Creek, Region IV and OPRD shall be elected and installed in odd-numbered years. The Second Vice President, Secretary-Treasurer and Directors of ODOT Regions II, III and V and ODF shall be elected and

installed in even-numbered years. Allied Directors for new units shall be elected and installed based upon the year their unit became certified for the Association. If such Allied units have more than one Director, the Directors will be evenly split between groups with any remaining Director being assigned to the year certified.

7. The First Vice President shall be elected to one 2-year term and then shall automatically succeed to the office of President without election or upon occurrence of a vacancy in the office. No other officer or Director, with the exception of the Secretary-Treasurer, OPRD, ODF, and Allied Directors shall be elected to more than two (2) consecutive terms in any one (1) office.
8. A vacancy in the Board may be filled by appointment when approved by a majority vote of the remaining members of the Board. Nominees are not allowed to vote. The successor shall complete the term of the prior occupant and will be able to seek election at the end of that term. If successful, the successor elected shall be eligible to complete two full terms if in a term-limited office. Exception to this is the office of Director-At-Large, which, if vacated, may be filled by a prior Executive Board member, nominated by the President and approved by majority vote of the full Board.
9. The First Vice President shall become President if that position becomes vacant. If both the President and First Vice President positions become vacant, the Second Vice President shall assume the office of President and the office of the Second Vice President will be filled according to Section 8 of this Article.
10. For purposes of the election of Directors representing ODOT employees, and in accordance with section 3 of this Article, the State shall be divided into five (5) Regions which shall conform to the current Regions of ODOT One (1) Director shall be elected from each Region, with the exception of Region II, which will have a Headquarters Director, a Mill Creek Director, and a Region Director. ODF and OPRD each have one Director. Active Members may only participate in voting for the Director position that represents them, and not other Director positions.
11. A majority shall be sufficient for all elections except as modified by the Constitution. In case of a tie vote between candidates for the same office, the winner will be selected on the basis first, if he or she has held office in the Association before and second, upon length of being an Active member in good standing.
12. Nominations to the office shall be made in the following manner:
  - a. By the nominating Committee
  - b. By petition of three (3) or more members in good standing
  - c. In person at the second quarterly Board meeting
  - d. By petition from the field
    - i. Nominations by petition from the field must be delivered to the Secretary-Treasurer prior to the second quarterly meeting. Nominations by petition from the field for Director must be signed by three (3) members in good standing who are represented by the Director who is to be voted upon

## **ARTICLE VII: Elections Process**

1. All elections shall be by ballot prepared at the direction of the Board and distributed to the last known personal email address of all eligible voters. Voters who have registered for electronic 30 days prior to an election will be considered eligible electronic voters. If an otherwise eligible voter is unable to vote electronically due to extenuating circumstances, the voter may request a paper ballot from their local representative no later than ten (10) days prior to Election Day. Paper ballots must be postmarked or returned before an election deadline.
2. For all elections, an eligible voter is an Active member.
3. After the election deadline, ballots will be counted under the supervision of the Board and both signed envelopes and ballots will be held for thirty (30) days after the election results are announced. Any three (3) members may challenge the count within the thirty-day period and observe a recount.
4. All meetings involving the certification of and counting of ballots are open to members and employees represented by the Association.
5. The Board shall be responsible for counting of ballots and certifying the results of all Association elections.
6. The Board will ensure that not more than one ballot for each eligible voter is allowed.

#### **ARTICLE VIII – Finances**

1. Effective July 1, 2016, the base rate is \$42.00 per month. The dues will then be increased by one dollar (\$1.00) per year until 2021.
2. Reserve Fund: The Board shall establish and fund a General Operating Reserve Fund for the purpose to provide a funding source for unplanned/unbudgeted contingencies and/or to assure continued operation of the Association in the event of a non-dues revenue reversal or catastrophic event. The funding goal shall be 25% of the prorated biennial operating budget.

#### **ARTICLE IX –Grievances Committee**

1. It shall be the responsibility of the Grievance Committee appointed pursuant to Article V to hear and approve moving grievances to arbitration. The Committee's duty to investigate shall arise after the grievant has notified the Association of their desire to move a grievance to arbitration.
2. Upon request, the Association shall give the grievant a copy of its grievance procedure, including Contract and Bylaw provisions concerning grievances.
3. The grievant may appoint a temporary member to the Grievance Committee specifically to represent his or her grievance. This temporary appointee shall serve as a member of the Committee only during the discussion of the grievant issue. The committee may also appoint staff or other individuals, as appropriate, if needed.

4. The Committee shall have discretion whether to pursue arbitration as a means to resolve the grievance. This discretion shall be exercised fairly and impartially. The decision of the Committee shall be based upon the merits of the particular grievance.
5. The decision of the Committee shall be final unless the Committee refers it to the Board, and the Board shall resolve the matter in a timely fashion. A majority shall be required to make a decision.
6. In the event that the Association decides not to pursue arbitration, it shall, upon request of the grievant, file any documents needed to allow the grievant to proceed on his or her own. Under these circumstances, the Association shall not be responsible for any costs resulting from pursuing the grievance further.

#### **ARTICLE X- AEE POLITICAL ACTION COMMITTEE (PAC)**

1. The AEE PAC Board in conjunction with the AEE Executive Board shall administer the Association's political action program.
2. All financial matters of the AEE PAC shall be kept separate from all other Association financial matters, and AEE PAC funds shall be kept separate from all other Association funds and shall not be comingled at any time.

**END**