

**CONSTITUTION AND BY-LAWS OF THE
PROFESSIONAL EMPLOYEES ASSOCIATION, INC.**

Amended November 30, 2010

Mission Statement

The Professional Employees Association (hereinafter “Association”) is dedicated to bargain, administer and enforce labor agreements in a responsible, prudent and lawful manner for the overall improvement of members’ working conditions, with emphasis on general advocacy, education and communication.

ARTICLE I

Calendar

The administrative year of the Association shall be from January 1 to December 31. The fiscal year of the Association shall be from January 1 to December 31.

ARTICLE II

Membership

1. Any person, without regard to race, color, creed, national origin, sex, sexual preference, disability, or political belief, who meets any of the requirements defined hereafter, shall be eligible for membership in the Association.
2. Regular membership shall include any employee for whom this Association is designated as exclusive bargaining agent and who has voluntarily joined the Association and pays dues as established by the membership.
3. Fair Share members shall include any employee for whom this Association is designated as exclusive bargaining agent, and who has elected to not join the Association, and pays Fair Share dues. Fair Share members are prohibited from voting, holding office or steward positions, or introducing new business items during scheduled meetings.
4. Unless otherwise specified in the by-laws, only regular members in good standing may vote on any business before the Association.
5. Dues and fees:
 - a. Regular monthly membership dues shall be \$20.00 through 12/31/2010, \$26.00 effective 1/1/2011, and \$32.00 effective 1/1/2012.

b. Regular monthly membership dues for part-time employees (twenty (20) hours or less per week) shall be \$10.00 through 12/31/2010, \$13.00 effective 1/1/2011, and \$16.00 effective 1/1/2012.

c. Fair Share monthly assessment for full-time employees shall be \$17.00 through 12/31/2010, \$22.10 effective 1/1/2011, and \$27.20 effective 1/1/2012. Fair Share monthly assessment for part-time employees (twenty (20) hours or less per week) shall be \$8.50 through 12/31/2010, \$11.05 effective 1/1/2011, and \$13.60 effective 1/1/2012.

d. Payroll deductions shall be the preferred method of payment for dues.

e. Special assessments will be made only if necessary and only by vote of a majority of the regular members in attendance at any meeting of the membership, provided notice of the need for assessment appeared in the agenda.

f. The funds (combined checking, savings and money market accounts) of the Association shall not rise and remain above two hundred and fifty thousand dollars (\$250,000) for a period more than twelve (12) consecutive months. The funds of the Association during such a twelve (12) month period shall not be allowed to rise above three hundred thousand dollars (\$300,000). If the funds total more than two hundred and fifty thousand dollars (\$250,000) at the end of twelve (12) months or reach three hundred thousand dollars (\$300,000) at any time, a by-law amendment to lower dues shall be submitted to the General Membership.

ARTICLE III

Officers and Committees

1. The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer.

2. Standing Committees shall be a Personnel Committee, a City Negotiations Committee, and a School District Negotiations Committee.

3. The Executive Committee shall consist of the officers and Chairs of the standing committees.

4. Special Committees shall be appointed by the President, as necessary.

5. The Executive Committee shall be the governing body of this Association and shall be the custodians of all properties of the Association. All actions of the Executive Committee shall be reported to the membership on a periodic basis at a general membership meeting.

6. All administrative affairs shall be conducted by a majority vote of the attending members of the Executive Committee, providing a quorum is present.

7. Executive Committee members shall be granted remuneration as specified in the by-laws.

8. Special Committee Chair(s) shall be granted remuneration as specified in the by-laws.

ARTICLE IV

Terms of Office and Elections

1. Officers and Chairs shall stand for election for one-year terms.
2. A Nominating Committee shall be appointed by the President ninety (90) days prior to the end of the current term. The Committee shall submit at least one name for each office and chair to the membership at the election meeting.
3. Additional nominations may be made from the floor on the date of the election.
4. Election shall be by secret ballot, except in the case of unanimous consent.
5. Should the office of the President become vacant, the vacancy shall be filled by the Vice President.
6. Should a vacancy occur at any time in any office or chair, other than President, it may be filled by a majority vote of the existing Executive Committee until such time as the Executive Committee vote can be ratified for the remainder of the unexpired term by nomination and election at the next general membership meeting. Should the Executive Committee choose not to fill the vacancy it may be filled by nomination and election at the next general membership meeting.

ARTICLE V

Duties of Executive Committee Members

1. The President shall be the chief executive and shall preside at all membership and Executive Committee meetings of the Association. The President shall conduct all business of the Association pursuant to the constitution and by-laws of the Association. The President shall appoint all special committees of the Association. The President shall have one vote on the Executive Committee.
2. The Vice President shall assist the President as needed. The Vice President shall succeed the President upon the President's inability to perform the functions of the office. The Vice President shall ensure Association representation in Labor Management Committees on Health Insurance. The Vice President shall arrange meetings and events for the Association. The Vice President shall have one vote on the Executive Committee.
3. The Secretary shall keep minutes of all proceedings of all membership and Executive Committee meetings of this Association. The Secretary shall prepare for distribution notices for general membership meetings including the agenda, any proposed by-law amendments, and the

minutes from the previous General Membership Meeting. The Secretary will maintain and update the by-laws. The Secretary shall have one vote on the Executive Committee.

4. The Treasurer shall hold all funds and property of the Association. The Treasurer shall be accountable to the Executive Committee and the membership for the use and expenditure of all property and funds of the Association. Annually the Treasurer shall prepare financial statements and report to the general membership. The Treasurer shall have one vote on the Executive Committee.

5. The Personnel Committee Chair is the liaison to the stewards. The Chair shall keep a roster of all members in good standing. The Chair is responsible for the dissemination of information to the stewards and for coordinating the election of stewards. The Personnel Chair shall have one vote on the Executive Committee.

6. The City Negotiations Committee Chair serves on and selects a negotiations committee which identifies goals, objectives, and demands for negotiations with the City. The Chair seeks ideas and data from members employed by the City supplementing the product of the committee. The Chair reports significant negotiations committee discussion to the Executive Committee. The Chair maintains communications between committee members and the Executive Committee throughout the negotiation process. The City Negotiations Chair shall have one vote on the Executive Committee.

7. The School District Negotiations Committee Chair serves on and selects a negotiations committee which identifies goals, objectives, and demands for negotiations with the School District. The Chair seeks ideas and data from members employed by the School District, supplementing the product of the committee. The Chair reports significant negotiations committee discussion to the Executive Committee. The Chair maintains communications between committee members and the Executive Committee throughout the negotiation process. The School District Negotiations Chair shall have one vote on the Executive Committee.

ARTICLE VI

Removal of Executive Committee Members

The following procedures shall be used to remove an Executive Committee member from a position in the Association.

1. Formal written charges for removal of an Executive Committee member shall be made by a majority vote of the Executive Committee or by a petition signed by not less than twenty percent of those regular members in good standing in the Association.

2. A copy of the written charges shall be presented to the Executive Committee member being charged.

3. The Executive Committee member being charged shall have fourteen (14) calendar days from receipt of the written charges to prepare a written rebuttal to all charges made. This time limit may be extended by a majority vote of the Executive Committee if, in their opinion, extenuating circumstances exist.

4. After the limit of time allowed for preparing a rebuttal has elapsed, a special general membership meeting shall be called to read and discuss the charges and the rebuttal to the charges, if one is available.

5. After discussion, a two-thirds majority vote by secret ballot by those regular members in good standing in attendance at the special general membership meeting shall be necessary to remove the Executive Committee member from the position in the Association.

ARTICLE VII

Stewards

1. Duties:

The stewards' primary duties shall include: dissemination of information, handling of grievances, representing their groups at general membership and stewards' meetings, and other related duties and training as assigned by the Executive Committee.

2. Allocation of Stewards:

There shall be one steward position for up to every thirty (30) members, or fraction thereof.

3. Groups for Stewards:

Regular and Fair Share members will be assigned to a steward by the personnel chair. The personnel chair will attempt to assign each member to a steward who works in their department or in a nearby office.

4. Term of Office:

a. Stewards shall be nominated by the Executive Committee or a member of the group they represent. They shall be elected by a simple majority of the members of the group(s) they represent and shall serve as long as is mutually acceptable.

b. If a steward fails to perform the duties listed in this article, the Executive Committee or a member of the group which the steward represents may recommend the replacement of the steward. The replacement shall be confirmed by a simple majority of those paid regular members who vote from the group that the steward has been assigned to represent.

5. Stewards shall be granted remuneration as specified in the by-laws.

ARTICLE VIII

Remuneration

1. The President shall receive gross payment of four hundred and fifty dollars (\$450.00) per month.
2. The Vice President shall receive gross payment of four hundred dollars (\$400.00) per month.
3. The Secretary shall receive gross payment of three hundred dollars (300.00) per month.
4. The Treasurer shall receive gross payment of three hundred and fifty dollars (\$350.00) per month.
5. The Chair of the City Negotiations Committee shall receive gross payment of two hundred fifty dollars (\$250.00) per month.
6. The Chair of the School District Negotiations Committee shall receive gross payment of two hundred fifty dollars (\$250.00) per month.
7. The Chair of the Personnel Committee shall receive gross payment of two hundred fifty dollars (\$250.00) per month.
8. The Chair of a special Committee shall receive gross payment up to two hundred dollars (\$200.00) per month as approved by the Executive Committee.
9. The Newsletter Editor shall receive one hundred dollars (\$100.00) per issue.
10. The Website Editor shall receive one hundred dollars (\$100.00) each quarter.
11. The Auditor of the financial records of the Association shall receive one hundred dollars (\$100.00) for an annual audit.
12. The Executive Committee shall be reimbursed for regular membership dues.
13. The Stewards shall be reimbursed for regular membership dues.
14. The Chair of a Special Committee shall be reimbursed regular membership dues
15. Any member may be reimbursed for expenses incurred on Association business, provided documentation of said expense is presented to and approved by the Executive Committee. Paragraph No. 16 below shall not apply to these expense reimbursements.
16. Remuneration and/or reimbursement to Executive Committee members and Stewards under this section shall only be by hand delivery of checks at duly called meetings. Remuneration in this section shall be null and void if payment is not received within six months.

ARTICLE IX
Meetings

1. There shall be at least two (2) general membership meetings per calendar year. The election of officers shall be held during the last meeting of the calendar year. A majority of the Executive Committee may also call a general membership meeting. Written notice shall be given at least fifteen (15) days prior to each meeting and shall include a descriptive agenda. In case of an emergency as determined by the President summary notification of an emergency meeting shall be given to the members by the most expeditious means available.
2. Business shall be transacted at general membership meetings by a simple majority vote of those regular members in good standing present at the meeting. Only regular members may introduce business and nominate candidates for office.
3. All collective bargaining agreements must be ratified by a majority vote of regular members in good standing present at a meeting after proper written notice as required in Article IX, section 1. Ratification requires the majority vote of only those members employed under the terms and conditions of the collective bargaining agreement under consideration. Memorandums of understanding with an employer are not subject to the ratification process except by majority vote of the Executive Committee.
4. Meetings of the Executive Committee shall be every month or at the call of the President, or at the call of the majority of the Executive Committee.
5. Meetings of the Committees shall be at the call of the Committee Chair.
6. The Executive Committee shall have the authority to establish the time, date, and location of any meeting of the Association. The following criteria shall be considered in the order listed when choosing a meeting location: the location shall be handicap accessible, a private meeting place should be available, it should be within the city limits of St. Paul, and the meeting location and expenses should not be cost prohibitive.

ARTICLE X
Quorum

1. The regular members in good standing present shall constitute a quorum authorized to transact business duly presented at any meeting of the Association, provided proper notice of the meeting has been made.
2. Four members shall constitute a quorum for the Executive Committee.
3. A majority of any committee shall constitute a quorum of that committee.

ARTICLE XI

Amendments to Constitution and By-laws

By-laws may be adopted or amended by a majority of the votes cast by regular members at any meeting of the general membership, providing publication of the proposed by-law or amendment has been given in the notice for the meeting.

1. If the proposed by-law or amendment is amended when submitted, other than semantic changes, the revised by-law or amendment shall be resubmitted to the membership at the next meeting, provided a fifteen (15) day notice has been given.
2. Proposals to amend the by-laws may be made by resolution of the Executive Committee or by petition signed by not less than five (5) regular members.

ARTICLE XII

Donations Approval Requirements

No individual member of the General Membership or of the Executive Committee shall be authorized to commit the Association to any donation or donation request until the following applicable procedure is satisfied.

1. Any and all donation requests seeking money or a cash value of two hundred dollars (\$200.00) or less shall only be approved when a quorum of the Executive Committee has voted and given majority approval for a requested donation. Requests of this size and value need not be approved by the general membership.
2. Any and all donation requests seeking money or a cash value in excess of two hundred dollars (\$200.00) and less than five hundred dollars (\$500.00) shall not be approved without majority approval of a vote of the general membership. Prior notice on the general membership notice or agenda need not be submitted prior to the vote at the general membership meeting.
3. Any and all donation requests seeking money or a cash value in excess of five hundred dollars (\$500.00) shall not be approved unless authorized by a majority vote of the general membership after proper notification on the general membership notice or proposed agenda preceding the membership meeting in accordance with these bylaws.