

SUBMITTED BY: Delaware Chapter 2100

SUBJECT: State Constitution – Article IV – Board of Directors; Section 7 and Section 8

RATIONALE: Housekeeping Section 7(B)-3. Section 8 to coincide with proposed Amendment Article IV – Section 1(C) of the OCSEA State Constitution.

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

**Article IV – Board of Directors**

**Section 1. Composition of Board**

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

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

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

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

**Section 2. Powers of Board/Source**

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

**Section 3. Emergency Powers**

(A) In the event of an emergency, as declared by the State Board of Directors, that impacts the ability of OCSEA to conduct its business and affairs (e.g. global pandemic, state of emergency, other declared emergency, etc.), the State Board of Directors may temporarily revise and/or adopt provisions of the OCSEA State Constitution, By-Laws and/or Subordinate Body Constitution.

Said provisions may be approved at a regular or special meeting of the Board of Directors.

(B) Notice of this Meeting shall be displayed prominently on the OCSEA website and distributed by any other available electronic media. Said notice shall include all Subordinate Body Presidents.

(C) All proposed changes must be presented in writing. A quorum must be present. It shall require a two-third (2/3) vote of all members of the State Board to revise and/or adopt the temporary provisions.

Committee Assign \_\_\_\_\_ Committee Recommend \_\_\_\_\_ Convention Action \_\_\_\_\_ Requires 2/3 Vote

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

(D) All changes shall be posted on the OCSEA website and distributed via any electronic media immediately following the meeting.

(E) If passed, these temporary provisions will remain in effect for the length of the emergency situation or until the Board rescinds, if earlier than the end of the emergency. Any temporary, emergency measures still in place at the time of the next biennial convention shall be presented to the Convention for consideration.

#### **Section 4. Qualifications for Board Membership**

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

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

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

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

#### **Section 5. Board Districts**

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

#### **Section 6. Election to the Board**

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

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

Committee Assign \_\_\_\_\_ Committee Recommend \_\_\_\_\_ Convention Action \_\_\_\_\_ Requires 2/3 Vote

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**Section 7. Declaration of Vacancy**

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

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

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

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

(3) In accordance with Section 67(B)(1) and (2) above the terms shall be as follows:

YEAR ELECTED	TERM EXPIRATION
2019	2022
2020	2023
2021	No elections held
2022	2025
2023	2026

**Section 8. Term of Office**

All persons elected to positions on the Board of Directors shall serve a three (3) year term unless a Special Election was held for a non-voting District Representative's seat pursuant to Article IV – Section 1(C) of the OCSEA State Constitution.

**Section 9. Vacancy in Office**

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

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**Section 10. Board Meetings/Quorum**

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

**Section 11. Corporate Action**

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

**Section 12. Notice of Board Members to Subordinate Bodies**

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

**Section 13. Board Expenses**

Expenses for Board of Directors members shall be paid by the Union. Expenses incurred by Officers, Board of Directors members, Board Committees and Committee members, and those serving on such Union bodies, as well as those officers and agents of all Subordinate Union bodies, shall be reimbursed in the manner set forth in the State By-Laws Article II, Section 1(F).

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

**Section 14. Recall of Board Members**

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