

New York City Managerial Employees Association

42 Broadway -Suite 1945
New York, New York 10004
(212) 964 – 0035 – Telephone
(212) 964 – 6458 – Fax
(212) 946 – 1455 – Hotline
www.nycmea.org – Website
info@nycmea.org - Email

BYLAWS

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New York City Managerial Employees Association

42 Broadway – Suite 1945 New York, New York 10004

BYLAWS

Revisions Adopted by MEA General Membership November 1, 2011

ARTICLE I: NAME

Sect. 1.01 The name of this Association shall be the New York City Managerial Employees Association (MEA).

ARTICLE II: PURPOSE

Sect. 2.01 The NYC Managerial Employees Association's (NYC MEA) purpose is to support New York City managerial employees' goals of enhanced wages, benefits and working conditions through superior advocacy and service. This will be achieved through collaboration and networking with city administration, agency leaders, elected officials and/ or community representatives, and by providing avenues for professional growth opportunities consistent with the association's values of respect and professionalism.

ARTICLE III: MEMBERSHIP AND DUES

Sect. 3.01 Membership shall be open to persons employed by the City of New York's mayoral and non-mayoral agencies who are not eligible for collective bargaining representation under state and local law and to those retired from such service.

Sect. 3.02 Membership shall begin and services of the organization shall be available immediately upon receipt of a dues check off authorization signed by the applicant. Membership shall terminate not later than six weeks after receipt of the signed resignation from the member.

Sect. 3.03 Members shall have the option of paying dues by hand. Membership for hand payers shall begin upon the Association's receipt of the dues and MEA Membership Application card signed by the applicant. All hand payers shall pay dues annually by January 1, or semi-annually on January 1 and July 1. A retiree shall pay annually by January 1. Members paying dues by hand who are two months in arrears shall no longer be members.

Sect. 3.04 The membership application of any person eligible to join the Association may be rejected for cause by the President. No person otherwise eligible for membership in the Association shall be denied membership because of age, sex, race, color, creed, nationality, disability, sexual preference and orientation.

Sect. 3.05 The dues rates of members shall be approved by the membership with 20 days notice upon the recommendation of the Executive Board. Membership meetings at which dues rate changes are considered shall have a quorum of at least 35 members.

ARTICLE IV: ORGANIZATION STRUCTURE

Sect. 4.01 The structure of the Association shall consist of the following:

- 1. The Membership as defined in Article III**
- 2. The Executive Board as defined in Article VI**
- 3. The Chapters as defined in Article VII**

ARTICLE V: OFFICERS AND DIRECTORS-AT-LARGE

Sect. 5.01 The Officers of the Association shall be President, Executive Vice President, Treasurer and Recording Secretary.

Sect. 5.02(a) The President, as the principal executive officer of the Association, shall have full authority to execute the policies of the Association as established by these Bylaws and the Executive Board. The President shall be the official spokesperson of the Association in all its external relations and may authorize counsel or other representatives of the Association to speak for the Association in the President's place. The President shall hold no other office or position in the Association.

Sect. 5.02(b) The President shall implement provisions of these Bylaws, the directives of the membership and of the Executive Board. The President shall direct the activities of the other officers and the executive staff. The President shall chair all General Membership and Executive Board meetings, unless the President chooses to delegate such duty to another member. The President shall report to the membership meetings orally and in writing; shall appoint chairpersons and members of all committees, unless otherwise specified in these Bylaws subject to an affirmative vote of the Executive Board; can remove committee chairs; shall be an ex-officio member of all committees and chapters except for the Election Committee; shall approve all written communications of the Association, except for communications from Chapter Directors to their membership dealing with Chapter business, and shall schedule meetings of the Executive Board pursuant to Sect. 6.03.

Sect. 5.02(c) The President may act in emergency situations until a meeting of the Executive Board can be called. Any such emergency actions must be reported in writing or by other appropriate means to all members of the Executive Board within ten business days.

Sect. 5.02(d) The President shall approve payment of proper vouchered expenses of the Association, in accordance with budget authorizations of the Executive Board.

Sect. 5.03 The Executive Vice President shall act on the President's behalf in the absence of the President in the performance of the President's duties. The Executive Vice President shall see that chapter elections and meetings are held as required, certify that each chapter has sufficient members to be a chapter and have oversight over the chapter election process. The Executive Vice President shall have responsibility for implementing the process of amending the Bylaws established in Sect. 12.02(a). The Executive Vice President shall report these activities to the Executive Board.

Sect. 5.04(a) The Treasurer shall be the chief fiscal officer of the Association and shall be responsible for its fiscal affairs, subject to the approval of the membership and Executive Board and the direction of the President. The Treasurer shall submit an annual operating budget to the Executive Board for approval pursuant to Sect. 6.02; shall oversee the maintenance of membership rolls, the collection of dues and other monies and shall recommend rejection for cause of an individual's application for membership pursuant to Article III. The Treasurer shall retain a certified public accounting firm, subject to affirmative vote of the Executive Board to audit the Association's books and records, and shall report orally and in writing on the Association's financial state at the Spring Membership meeting. The Treasurer shall chair the Finance Committee established in Sect. 9.02(c).

Sect. 5.04(b) The Treasurer shall retain a certified public accounting firm, subject to an affirmative vote of the Executive Board on an annual basis for a procedure engagement to ensure that expenditures conform to the Association's policies and shall report orally and in writing the findings to the Executive Board.

Sect. 5.04(c) The Treasurer shall keep all contracts, records and property of the Association not otherwise given by these bylaws to another officer; cause the payment of bills approved by the President; cause funds of the Association to be deposited in banks approved by the Executive Board or invested in vehicles approved by the Executive Board; and shall prepare and distribute to the Executive Board monthly a statement listing the Association's receipts and disbursements. The Treasurer shall report these activities to the Executive Board.

Sect. 5.05 The Recording Secretary shall keep a record of the proceedings of all regular and Special Membership meetings of the Association and the Executive Board, including the recording of motions, resolutions and amendments; record, report and monitor attendance at the Executive Board meetings.

Sect. 5.06 There shall be two Directors-at-Large responsible to serve as ombudsmen for all MEA members and assume other duties subject to the approval of the Executive Board.

Sect. 5.07 Any Officer or Director-at-Large who fails to attend three consecutive meetings of the Executive Board, or four of any six successive meetings, without a reason satisfactory to a majority of the Board shall be deemed to have resigned from the position and that position shall be declared vacant.

Sect. 5.08 An officer who is found by a two-thirds majority of the Executive Board to be in dereliction of duty as a result of specific charges filed in writing by at least seven members of the Board shall be removed from office and the position shall be declared vacant. Such charges shall be filed with the President, or if the President is charged with the Directors-at-Large who shall cause the item to appear on the Agenda of the next Board meeting. At such a meeting the charged Officers(s) shall be afforded an opportunity to explain the actions in question.

Sect. 5.09 The four Officers shall be signatories on the Association's accounts.

Sect. 5.10 The Officers shall be bonded by the Association.

Sect. 5.11 All Officers who resign or whose term has ended for any reason are required to provide their MEA files to their successors within two weeks of the election results or any other reason for leaving office.

Sect. 5.12 The Officers shall take an oath of office at the beginning of each Officer's term.

ARTICLE VI: THE EXECUTIVE BOARD

Sect. 6.01(a) The Officers and Directors-at-Large elected pursuant to Sect. 10.05, the Chapter Directors elected pursuant to Sect. 7.06, and the past Presidents shall constitute the Executive Board. No person may hold more than one Executive Board position at the same time. Ten members shall constitute a quorum.

Sect. 6.01(b) Past Presidents who continue as members of the Association shall remain as voting members of the Executive Board. A past President having a vote on the Executive Board who is elected to another Executive Board position enabling the past President to vote on the Board may not vote as a Past President while holding that other position. Past Presidents present in person, by phone or video conference have full voting rights. In no instance shall any person be able to cast more than one vote.

Sect. 6.02 The Executive Board may adopt any policy, process or procedure for the Association not in conflict with these Bylaws, unless the membership decides otherwise. It shall approve by affirmative vote the annual budget prepared by the Treasurer, and that approval shall constitute authorization to spend Association funds for the purposes indicated in the budget.

Sect. 6.03 The President shall schedule at least ten meetings per year not less than 20 days or more than 60 days apart, except as required by Article X, to select members of the Election Committee and, except that the Executive Board may establish its own meeting schedule that is consistent with this section.

Sect. 6.04: The Executive Board shall determine the process and procedure for choosing the Association's executive staff and Counsel and shall approve by affirmative votes the individuals selected for these positions.

Sect. 6.05 Any member of the Executive Board who is hired for a staff position with the Association must resign from the Executive Board before beginning the duties of that position.

Section 6.06 Any Executive Board member who is found by a two-thirds majority of the Executive Board to be in dereliction of duty as a result of specific charges filed in writing by at least seven members of the Board shall be removed from office and the position shall be declared vacant. Such charges shall be filed with the President, or if the President is charged, the Directors-at-Large shall cause the item to appear on the Agenda of the next Board meeting. At such a meeting the charged Board member shall be afforded an opportunity to explain the actions in question. A Chapter Director who does not attend three consecutive meetings of the Executive Board or four of any six successive meetings of the Executive Board without a reason satisfactory to a majority of the Board shall be deemed to have resigned from the position and the position shall be declared vacant.

Section 6.07 The Executive Board shall promulgate an Ethics, Conduct and Conflict of Interest Procedure. The Executive Board shall promulgate an oath of office for the elected Officers. The Executive Board shall promulgate an Election Code.

ARTICLE VII: CHAPTERS

Sect. 7.01 There shall be a chapter for each municipal department or agency, provided there are at least twenty-five members in that department or agency and that the Executive Board approves the establishment of such a chapter. Members in the departments or agencies not in sufficient number to constitute a separate chapter shall be included in the Municipal Chapter. Retirees shall be members of a chapter consisting solely of retirees. Each member of the Association shall be a member of a chapter and no member of the Association shall be a member of more than one chapter.

Sect. 7.02 The purpose of chapters shall be to identify issues that are appropriate for resolution at the agency level and attempt to resolve them; to actively recruit members for the Association; to attempt to resolve agency-related individual grievances; to encourage cooperation among members.

Sect. 7.03 The Officers of each chapter shall be a Chapter Director and Assistant Chapter Director and they shall be members of that chapter. The Chapter Director shall have been a member of the Association for at least three months as of the date of the election. The Chapter Director shall preside over all regular and special meetings of the Chapter, shall appoint committees as needed, shall serve as ex-officio member of such committees and shall ensure that minutes are taken at chapter meetings. The Assistant Chapter Director shall serve in the absence of the Chapter Director. Chapters may establish additional officers who may attend and represent the chapter at board meetings in the absence of the Chapter Director or Assistant Chapter Director.

Sect. 7.04 Chapter Directors of chapters whose members exceed or equal ten percent of the entire membership of the Association shall be Vice Presidents of the Association.

Sect. 7.05 Chapter Directors shall hold meetings of their chapters in the Spring of each year. Special meetings of a chapter may be called by the President, Chapter Director or by written request of five members of that chapter. A quorum shall be five members.

Sect. 7.06 Terms of chapter officials shall be two years beginning immediately upon election. Biennial elections for Chapter Officers shall take place at the Spring Chapter meeting in the even-numbered year, subject to any Election Code that may be adopted by the Executive Board and to oversight by the Executive Vice President.

Sect. 7.07 Upon resignation or removal of the Chapter Director, the Assistant Chapter Director shall become Acting Chapter Director, pending election of a new Director by the Chapter's membership. If the Chapter has no duly elected Assistant Director, the President with approval of the Executive Board shall appoint another member of the chapter to serve as Acting Chapter

Director. Election of the new chapter director and /or assistant shall occur at the next chapter meeting.

ARTICLE VIII: MEETINGS AND MEMBERSHIP

Sect. 8.01 Chapter meetings shall be held in the Spring of each year. Twenty days written notice shall be given to the members. Members may adopt any policy, process, or procedure for the Association not in conflict with these Bylaws.

Sect. 8.02 There shall be at least two regularly scheduled General Membership meetings each year. Twenty days written notice for each meeting shall be given to the membership. The Membership may adopt any policy, process or procedure for the Association not in conflict with these bylaws.

Sect. 8.03(a) Special meetings of the membership may be called by the President or by majority of the Executive Board.

Sect. 8.03(b) A quorum of the membership shall be 25 members except for nominations pursuant to Article X.

Sect. 8.03(c) Membership meetings at which dues rate changes are considered shall have a quorum of at least 35 members.

ARTICLE IX: COMMITTEES

Sect. 9.01 Committee assignments shall expire with the term of the President who is making the appointments. Permanent committees of the Association and their purposes shall be:

Sect. 9.02(a) The Organization Committee shall, in conjunction with the staff, assist chapter officials plan and implement membership retention and recruitment strategies and shall make training and guidance available to chapter officials and members in organizing and recruitment matters. The Committee shall administer any awards programs for members subject to funds being approved by the Executive Board. It shall review existing dues-funded benefits for members and, after consultation with the Treasurer, recommend improvements.

Sect. 9.02(b) The Compensation and Professionalism Committee shall recommend proposals to enhance members' compensation and retirement and other fringe benefits. It shall develop proposals for improving the skills of members.

Sect. 9.02(c) The Finance Committee shall consist of four members in addition to the Treasurer, and shall assist the Treasurer with the preparation of the Association's Annual Budget and modifications thereof. The President or Executive Board or the Membership can refer any financial matter to the Finance Committee.

Sect. 9.02(d) The By-Laws Committee shall consist of at least seven members provided that no more than four are Executive Board members. The President shall propose the Chairperson and members of the Committee at the January Executive Board meeting every three years, beginning in 2011 and approval shall be by affirmative vote of the Board at its next meeting. The Committee shall convene during the April – September calendar period. They shall review

all submitted By-Laws and proposed revisions and make recommendations to the Executive Board no later than September 30 of that year.

The Committee shall also convene a special session based upon a finding of “urgent necessity” pursuant to Article XII, Sect. 12.02(a).

Sect. 9.02 (e) The Legislative Committee shall execute such assignments with regard to legislation as the President, Executive Board or the Membership may direct.

Sect. 9.02(f) The Executive Board shall promulgate an Ethics, Conduct and Conflict of Interest Procedure

ARTICLE X: ELECTIONS

Sect. 10.01 To be eligible to run for any elected office in the NYC Managerial Employees Association, an active member shall be, on the day of the nominating meeting, in good standing for at least one year. A retired member must have a minimum of two years membership immediately prior to leaving active city service.

Sect. 10.02: Election of Officers and Directors-at-Large shall be by mail ballot referendum among members of the Association, conducted by an outside neutral party. The term of office shall be three years. Any electronic and/or telephone technology may be used to conduct the election. The Election Committee will announce the methodologies at the nominating meeting.

Sect. 10.03: The Officers shall take an oath prior to assuming office.

Sect. 10.04 There shall be an Election Committee appointed to administer the election process for Officers and Directors-at-Large established by these Bylaws and any Election Code that the Executive Board may adopt. The Election Code is not part of the Bylaws. The President shall propose the Chair and members of the Election Committee to the Executive Board at its May meeting, and their approval shall be by affirmative vote of the Board at its next meeting. Election Committee members shall be neutral on the candidates and issues in the election and shall not engage in any campaign activity. The Election Committee shall arrange full and equitable distribution of all appropriate membership contact information as described in the election code.

Sect. 10.05 Nominations for Officers and Directors-at-Large shall be from the floor of a Special Membership meeting held during the second full work week of August, but no later than August 10. No second shall be required and nominations for a position shall remain open for as long as there are members to be nominated. If only one candidate is nominated for a particular office that candidate shall be declared elected and will not appear on the ballot. No quorum is needed to conduct nominations. The Election Committee shall conduct the nominations.

Sect. 10.06 Candidate Replacements: If a candidate withdraws for personal reasons or disqualification, the candidate’s slate may present a replacement nominee to the Election

Committee for certification no later than seven days before the ballot is scheduled to be printed.

Sect. 10.07 Ballots shall be mailed the second Wednesday of September with a turnaround of 21 days. Ballots shall be mailed to all members in good standing as of the night of the Special Membership meeting, as certified by the Treasurer. If no candidate for a particular office receives more than 40% of the ballots cast for that office, a run off shall be declared. Ballots for a run off between the two candidates receiving the most votes for that office shall be mailed 7 days after the election committee declares the results of the first voting, with a turnaround of 14 days. Directors-at-Large shall be elected by plurality.

Sect. 10.08 A vacancy among the Officers or Directors-at-Large shall be filled for the unexpired term by vote of the Executive Board, except that the Executive Vice President shall become President if that office is vacated.

Sect. 10.09 Employees of the Association shall be neutral on the candidates and issues in the election and shall not engage in any campaign activity. From the time the Election Committee is appointed until the results of the election are certified the entire conduct of the election is under the jurisdiction of the Election Committee. When the MEA office is required to perform certain ministerial election functions, they shall be conducted under the jurisdiction of the election committee.

ARTICLE XI: PARLIAMENTARY AUTHORITY

Sect. 11.01 The Bylaws shall be the governing document of the Association in all instances for which they apply. The current edition of Robert's Rules of Order (newly revised) shall apply in all other instances.

ARTICLE XII: AMENDMENTS

Sect. 12.01 Amendments to these Bylaws shall be adopted at any membership meeting by a two-thirds vote of the members present and voting, provided the text of the proposed changes have been submitted in writing to the membership at least twenty days prior to the meeting.

Sect. 12.02(a) Proposed amendments shall be filed in writing by any two Association members with the Executive Vice President at least 90 days prior to the meeting and they will be put to a vote. All proposals shall be referred to the Bylaws Committee for consideration during its regular session. The Executive Board may upon receipt of the proposal at its sole discretion based on two-thirds vote of that body, issue a finding of "urgent necessity" and thereby direct that the Bylaws Committee convene a Special Session for expedited amendment consideration.

Sect. 12.02(b) Upon receipt of the Bylaws Committee report the Executive Board will review its findings and, if acceptable by a majority vote of the Board will be submitted for approval to the membership.

ARTICLE XIII: EFFECTIVE DATES

Sect. 13.01 These amendments shall be effective upon adoption by the membership.