



# CORPORATE BYLAWS OF VEA, INC.

Adopted by the VEA Membership  
June 11, 1976 \*As amended

## ARTICLE I. NAME

The name of this Association shall be the Vancouver Education Association, Inc.

## ARTICLE II. PURPOSE

**Section 1. Preeminent Purpose.** The preeminent purpose shall be to work for the improvement of the schools of the state and nation in general, and particularly for the improvement of the public schools of Vancouver to the end that these institutions become progressively better places for the students and teachers to carry out the educational activities that are necessary for the attainment of a quality education of the children they serve.

**Section 2. Professional Negotiations.** To provide necessary assistance in “collective bargaining activities” with Vancouver School District, No. 37.

**Section 3. Complaint and Grievance Processing.** To provide necessary assistance to members in the processing of complaints and grievances that may arise from their being certified bargaining agents.

**Section 4. Due Process Rights.** To assure that each of its members obtains every reasonable “right of due process” in any hearing or litigation that may have an adverse effect on their continued employment or certification as an educator.

**Section 5. Group Purchasing.** To provide administrative coordination necessary to obtain group purchasing programs for members.

**Section 6. Political Education.** To carry on a program of education of its members regarding legislation and political action necessary for the improvement of their personal and professional lives.

**Section 7. Legislative Advocacy.** To carry on the administrative coordination activities necessary to collect and communicate the considered collective opinions of its membership to legislators on legislation that affects their personal and professional lives.

**Section 8. Affiliate Relations.** To serve as the representative and advocate of members to the Washington Education Association and the National Education Association.

**Section 9. Community Relations.** To carry out public in-formation programs as are necessary to assist the Association in attainment of its purposes, goals, and objectives.

**Section 10. Maintenance of a Local Staff and Office.** To employ and maintain sufficient professional staff and supportive assistance under the direction of VEA, Inc., elected leadership toward the attainment of the purposes of these Bylaws and the goals and objectives of the Association.

**Section 11. Purposes – Limitations.** Nothing in the statement of these purposes or in the Bylaws or Standing Rules shall be construed to prevent the Association from pursuing specific objectives and programs which are consistent with the general or specific stated purposes of this Association.

### **ARTICLE III. GOVERNANCE**

The Vancouver Education Association, Inc., shall be governed by the Articles of Incorporation, the Corporate Bylaws, the Standing Rules, Adopted Policies, Positions or Procedures, and such other actions that the Representative Council(s) and Executive Board(s) may take consistent therewith.

### **ARTICLE IV. MEMBERSHIP**

#### **Section 1. Classes of Membership.**

Membership in the VEA, Inc., shall be comprised of a class of active members and such other classes as may be provided in the Standing Rules.

#### **Section 2. Membership, Eligibility, Provisions, and Limitations.**

A. Active membership in the Association shall be open to all educational employees employed in non-administrative positions requiring educator certification by the Vancouver School District No. 37.

B. Membership shall not be denied to an individual on the basis of race, creed, color, national origin, language, sex, gender identity or expression, sexual orientation, family, domicile, marital status, age, disability status, or any other class protected under state or federal anti-discrimination laws.

C. Active membership as specifically provided in the Standing Rules may be limited to individuals on the basis of:

1. Professional assignment when an active membership in the Association would be inconsistent with provisions of collective bargaining statutes.

2. Active members of VEA, Inc., shall also be required to be members of the Washington Education Association and the National Education Association.

3. Members who fail to meet or adhere to any of the conditions of membership

specified in the Bylaws or the governing documents or policies of VEA and its state and national affiliates shall be subject to censure, suspension, or expulsion according to proper procedural requirements of notice, hearing, judgment, and appeals provided in the Standing Rules.

4. The VEA, Inc., Executive Board shall have the power to review qualifications for membership and to reinstate members pursuant to procedures provided in the VEA Standing Rules.

#### **Section 3. Rights and Limitations.**

A. Property Interest of Members. All right, title, and interest, both legal and equitable, of a member in and to the property of the Association shall end upon the termination of their membership.

B. The right to vote and to hold elective or appointive office in VEA, Inc., shall be limited to active members except as may be otherwise provided in the Standing Rules.

C. All members shall be eligible to receive special services, to obtain assistance in the protection of professional and civil rights, and to receive reports and publications of the Association.

D. Any member who changes their profession or occupational position shall be transferred to the class of membership applicable to their new position. They shall not remain in a class of membership for which they are no longer eligible.

E. Membership shall be continuous unless terminated for cause.

F. Every reasonable effort will be made to adhere to the principle of "one-person, one-vote" in the interpretation and application of these Bylaws and in the Standing Rules to assure that proportionate representation is provided for ethnic-minority, and other identified groups within the Association(s) according to their membership.

Section 4. Membership Year. The membership year and fiscal year shall be coincident from September 1 through August 31.

## **ARTICLE V. REPRESENTATIVE COUNCIL(S) OF VEA, INC.,**

**Section 1. Accountability.** The Representative Council of VEA, Inc., derives its powers from and shall be responsible to the membership. Each representative shall be from an identified constituency of members.

**Section 2. Powers.** The Representative Council is the pre-eminent governing body, legislative, and policy forming body of VEA, Inc. Powers, duties, and responsibilities not specifically assigned to an officer, the Executive Board, or another governing body of the Association shall be vested in the Representative Council of the Vancouver Education Association, Inc.

**Section 3. Allocation of Voting Delegate Credentials; Weighted Voting.** Representation on the VEA, Inc., Representative Council shall be based on a ratio of no greater than one representative for each fifteen (15) active association members or major fraction thereof with reasonable consideration given to the principle of “one-person, one-vote” in assigning voting credentials to the various identified representation units. The specific ratio to be utilized in the VEA, Inc., Representative Council will be provided in the Standing Rules. The concept of “weighted voting” may be allowed for a governance unit as shall be provided in the Standing Rules.

**Section 4. Election Procedures.** Election of representatives to the Representative Council of VEA, Inc., shall be by open nominations, secret ballot, and majority vote of the ballots cast by constituent members of each membership unit authorized to have a representative. Election dates and rules will be provided in the Standing Rules.

**Section 5. Composition of the Representative Council of VEA, Inc.**

A. Election as an executive officer or a trustee of the Executive Board of VEA, Inc., shall constitute election to the VEA, Inc., Representative Council.

B. The Representative Council of VEA, Inc., shall be comprised of the executive officers and trustees of the VEA, Inc., Executive Board and the voting delegates selected by each identified membership constituency units in accordance with the current representative—member ratio provided in the Standing Rules of VEA, Inc.

**Section 6. Term of Office.** The term of office of a VEA, Inc., Representative Council representative shall be for two (2) years with approximately one-half of the terms expiring each year.

**Section 7. Vacancies.** Whenever a vacancy has been created in a representative’s position by resignation, transfer, death, or other cause, it will be filled for the completion of the unexpired term.

**Section 8. Replacement.** The position of a representative may be declared vacant for failure to properly carry out the duties and responsibilities of a representative as specified and according to the procedures for removal provided in the Standing Rules.

**Section 9. Seating of Representatives.** The Representative Council(s) of VEA, Inc., shall have jurisdiction over the seating of a representative.

**Section 10. Meetings.** The Representative Council of VEA, Inc., will meet at least annually for the adoption of a budget and at such other times as shall be called for the effective management of the Association. The procedures for calling meetings of the Representative Council of VEA, Inc., shall be provided in the Standing Rules.

**Section 11. Officers of the Representative Council of VEA, Inc.** The executive officers and trustees of the VEA, Inc., Executive Board

shall also be officers of the VEA, Inc., Representative Council.

**Section 12. Committees, Commissions, Round Tables, and Task Forces.** Each appointive body of the Association created for policy recommending or execution shall be designated as either a committee or commission.

A. A committee is an appointive body selected with reasonable adherence to “one-person, one-vote” representation proportion of the various identified segments within the Association for the purpose of study of a problem area and the development of recommendations for Association policy and/or program participation in the execution of them when adopted by the Representative Council.

B. A commission is an appointive body assigned to carry out a specific task with membership based essentially on special knowledge, skill, and expertise relevant to the commission’s charge and without the necessity of strict adherence of representation from all identified segments of the Association.

C. A committee or commission shall be established and discontinued by the Executive Board or Representative Council, whichever body authorized it, by procedures provided in the Standing Rules.

D. Nothing in this Bylaw is to be construed as to prevent the Executive Board or Representative Council from establishing and discontinuing such round table and task force groups with a membership and assigned responsibility as they may deem necessary for dealing with specific situations and problems for obtaining or dis-bursing information or another assigned task.

**Section 13. Functions of the Representative Council.**

The Representative Council will:

A. Be the preeminent governing body to establish Association goals, objectives, policies, and procedures with which every executive or

administrative body must comply in carrying out their assigned responsibilities.

B. Certify the ballot procedures and the results of the election of the president, first vice president, second executive vice president, third executive vice president, fourth executive vice president, secretary, and treasurer and seating of any faculty representative.

C. Adopt the annual budget.

D. Establish changes in dues.

E. Exercise final authority in all matters of the Association including the interpretation of its own Bylaws and Standing Rules.

F. Recommend the amendment of Bylaws and amend the Standing Rules in accordance with Article XVI.

G. Adopt the agenda and necessary rules to govern its meetings, including provisions for voting.

H. Enact such other measures as may be necessary to achieve the goals and objectives of the Association which are not in conflict with the Articles of Incorporation and the purposes set forth in the Bylaws.

**Section 14. Installation of Representative Council Representatives.** Representative Council representatives will assume the responsibilities of their offices during the month of September or as provided in the Standing Rules.

## **ARTICLE VI. EXECUTIVE OFFICERS**

**Section 1. The Executive Officers.** The Executive Officers of the Association shall be the president, the first vice president, second executive vice president, third executive vice president, fourth executive vice president, the secretary, and the treasurer. The powers and duties of each officer will be provided in the Standing Rules.

**Section 2. Qualifications for Executive Officers.** All candidates for the office of president, first, second, third and fourth vice president positions shall have been active members of the VEA, Inc., for at least two (2) years immediately preceding the election. All officers shall remain active members of the Association.

**Section 3. The Terms of the Executive Officers.** The terms of office of the president, first, second, third, and fourth vice president, secretary, and treasurer shall be two (2) years beginning on the first Monday in August following their election. Election of the president, first, and third vice presidents, and the treasurer will occur in odd-numbered years. Election of the second and fourth vice presidents and the secretary will occur in even-numbered years. Each executive officer shall remain in office until a successor is elected or until such time as a successor is installed as provided in the Standing Rules. Executive officers will be limited to two (2) successive terms in office.

**Section 4. Election, Succession, and Vacancies.** All executive officers shall be elected by the membership at large by secret ballot, following open nominations. In the event the president is unable to serve for their full term of office, the first vice president shall assume the office of president for the balance of the unexpired term. If a vacancy occurs for any other executive office, the Representative Council of VEA, Inc., shall call a special election to fill that vacancy if the balance of the unexpired term is more than one-half of the term. Vacancies of less than one-half of an unexpired term will be filled by recommendation of a replacement by the Executive Board and ratification by the Representative Council.

## **ARTICLE VII. EXECUTIVE BOARD**

**Section 1.** The Executive Board of VEA, Inc., shall consist of the executive officers of the Association and one (1) of each of the following:

A. Trustee of K-2 staff

- B. Trustee of 3-5 staff
- C. Trustee of 6-8 staff
- D. Trustee of 9-12 staff
- E. Trustee of specialist educator staff
- F. Trustee of special education staff
- G. Trustee of Education Staff Associate (ESA) and Teacher on Special Assignment (TOSA) staff

**Section 2. Increasing and Decreasing Trustee Positions.** Additional trustee positions may be added to provide representation of constituency groups as defined in the Standing Rules, or:

- A. To provide for at-large ethnic-minority group representation.
- B. To provide for increased representation to reasonably accommodate the one-person, one-vote principle.

Trustee positions may be eliminated as necessary to reflect a significant drop in the membership of a constituency group to the point where representation on the Executive Board cannot be reasonably justified or accommodated by weighted voting procedures. The Standing Rules of the Association will provide the criteria and procedures for the increase or elimination of trustee positions on the Executive Board.

**Section 3. Election, Term, and Vacancies.**

- A. Election to trustee positions shall be by the membership at large by secret ballot following open nominations.
- B. Each trustee shall be elected for a three (3) year term with terms expiring in alternate years to provide continuity of membership on the Executive Board.
- C. In the event a trustee is unable to serve their full term by reason of resignation, reassignment, or death, the Executive Board shall immediately call for an election for a replacement. A vacancy with less than one-half of a year of an unexpired term may be filled by an appointment by the Executive Board subject to ratification by the Representative Council.

**Section 4. Function.** Consistent with the goals and objectives and the existing policies of the Association, established by the Representative Council, the Executive Board shall act for the Association between meetings of the Representative Council and in addition shall have the sole responsibility for any matter expressly delegated to it by the Bylaws, Standing Rules, and the Representative Council. The Executive Board of VEA, Inc., shall have a duty to:

- A. Be responsible for the management of the Association.
- B. Propose a budget to the Representative Council.
- C. Approve all transfer of funds within the adopted budget.
- D. Propose dues sufficient to fund local, state, and national obligations.
- E. Employ, establish the salary, economic benefits, and policies regarding other conditions of employment, duties, responsibilities, evaluation, and termination of the executive director and their staff.
- F. Bond the treasurer, executive director, and the administrative assistant and periodic audits of Association records.
- G. Propose policies and other necessary action for consideration by the Representative Council.
- H. Represent the Association in negotiations of economic benefits and personnel policies with an employer or the details of a contract with a state or national affiliate within the parameters of the policies established by the Representative Council or the membership with the power to bind the Association in these matters. The Board may delegate its power to negotiate to an appointed commission or agent.
- I. Represent the Association and individual members in complaint and grievance processing matters with an employer or a state or national association with which VEA, Inc., is affiliated.

J. The “members assembled” of the Representative Council can rescind, repeal, or amend any action of the Executive Board, except when the action is no longer within the control of the members or when the action has been specifically assigned as a power or duty of the Executive Board.

**Section 5. Meetings.** Meetings of the Executive Board shall be held in accordance (a) with action of the Executive Board, or (b) on call of the president, or (c) on request of the number of Executive Board established in the Standing Rules.

#### **ARTICLE VIII. REMOVAL FROM OFFICE**

Any executive officer, trustee, faculty representative, or committee or commission member may be removed for malfeasance, misfeasance, or nonfeasance in office. Before removal, the individual must receive a written copy of the charges against him/her, must be given a reasonable time to prepare their defense, and must be given a fair hearing with the opportunity to refute the charges and to question witnesses. Officers, trustees, or committee and commission members can be removed by the same group that selected them by a two-thirds (2/3) vote of all the ballots cast.

#### **ARTICLE IX. GENERAL MEMBERSHIP MEETINGS**

General membership meetings of VEA, Inc., may be called for such purposes and by such procedures, including the number necessary to establish a quorum, as may be provided in the Standing Rules.

#### **ARTICLE X. QUORUM**

A majority (one more than half) of their members shall be a quorum for the Executive Board(s), and committees and commissions. The quorum for the Representative Council shall be a

majority (one more than half) of work sites and officially recognized constituency groups. The quorum for a general membership meeting shall be provided in the Standing Rules.

## **ARTICLE XI. DUES AND BUDGET**

**Section 1. Unified Dues.** The membership dues of VEA, Inc., shall be a single amount fixed by the Representative Council of VEA, Inc., in an amount sufficient to pay on behalf of each of the members of this Association membership dues in the Washington Education Association and the National Education Association and to provide sufficient funds to underwrite the budget of this Association for each membership year.

**Section 2. Local Dues Limits.** Vancouver Education Association's annual dues for an active member shall not exceed one and one-half of one percent (1.5%) of the state average teacher salary. Said dues to be adjusted in an amount to the nearest whole dollar (\$1.00). Dues changes for an ensuing year will be announced by June 1 and will go into effect on September 1 of each school year.

**Section 3. State and National Association Membership Dues.** The annual dues of the Washington Education Association and the National Education Association are set by their respective governing bodies and shall be collected by VEA, Inc., and remitted to them on behalf of VEA members.

**Section 4. Dues Structure.** The fixing and payment of membership dues of VEA, Inc., shall be known as the Unified Dues Program. The purpose of the dues structure is to provide to each member of this Association services delivered to the member at the local level. Any surplus of dues unexpended and unencumbered and on hand at the close of any membership year shall be and constitute a reserve fund of this Association and be part of the general fund of this Association for the next membership year.

**Section 5. Service Agreement.** Any agreement between this Association and any state and

national association or organization, providing for services to the members of this Association, including an agreement known as UniServ Agreement, shall be a written agreement for services to the members of this local Association for purposes of these Bylaws.

**Section 6. Proration of Dues.** The VEA, Inc., Executive Board, at its discretion, may initiate a membership drive or for other sound and proper reasons prorate dues for members.

**Section 7. Dues Levels of Members Other than Active.** The annual dues of each class of membership, other than active members, shall be a percent of the active member's dues and specified in the Standing Rules.

**Section 8. Dues Payment.** The dues of this Association shall be assessed on an annual basis. To be in good standing, the member's dues shall be paid on or before November 5 or each membership year to this Association or by authorization of such dues by payroll deduction payable directly to this Association by the member's employer.

**Section 9. Special Assessments.** A special assessment may be levied by a two-thirds (2/3) vote of the Representative Council of VEA, Inc., provided the general membership has been informed by written notice: (1) the specific reason(s) for the assessment, (2) a termination of the special assessment in either dollar amounts or a specific date.

### **Section 10. General Fund.**

A. The general fund of the VEA, Inc., shall comprise all income received in the form of dues, interest, dividends, representation and other fees, stipends from state and national affiliate organizations, earnings from advertising, and funds received by gifts.

B. Operating Accounts. All operating accounts and debt service for VEA, Inc., shall be paid out of the general fund.

C. Operating Reserve. The general fund of VEA, Inc., shall provide an operating reserve for cash needs in an amount of at least thirty percent

(30%) of the annual budget for the previous fiscal year, and no more than WEA's recommended contingency reserve.

Appropriations from the operating reserve may be made after approval by a two-thirds (2/3) vote of the Executive Board following a minimum of five (5) days advanced notice of the proposed appropriation.

D. Disbursements. Disbursements from the general fund shall be by check or by similar written orders to depositories co-signed by the Executive Director and the Treasurer or their designees.

## **Section 11. Budget.**

A. The budget of VEA, Inc., shall be designed to achieve the purposes, goals, and objectives established by these Bylaws and actions of the Representative Council(s).

B. A committee of the Executive Board with the assistance of the Executive Director shall prepare a proposed budget for presentation to the Executive Board prior to being presented to the Representative Council of VEA, Inc., according to procedures and timelines provided in the Standing Rules.

C. The budget shall include an appropriation for contingencies amounting to at least five percent (5%) of the budget. Appropriations from the contingency fund may be made after approval by a majority of the Executive Board.

D. The budget shall include an appropriation for an annual audit of all funds of the Association by an independent auditing agency with the audit transmitted to the Executive Board.

## **ARTICLE XII. EMPLOYED STAFF**

**Section 1. Executive Board.** The Executive Board of VEA, Inc., shall employ, supervise, and evaluate the executive director and upon recommendation of the executive director, shall employ other personnel.

**Section 2. Executive Director.** The executive director shall be the chief administrative officer of VEA, Inc., and shall have general administrative charge, under the direction of the Executive Board, of all activities maintained by VEA, Inc. The executive director does not make policy for VEA, Inc. This administrative officer shall be responsible to analyze and make elected leaders aware of the multiple ramifications of a situation; recommend policy or particular courses of action; and finally, to administer the adopted policies and actions of the VEA, Inc., Executive Board and Representative Council as may be necessary for their effective operation.

**Section 3. Salary, Employment, Working Conditions.** The Executive Board of VEA, Inc., shall establish through negotiations the salary, economic benefits, and the policies and procedures governing other conditions of employment including duties and responsibilities, grievance processing, evaluation, and termination procedures of the executive director and their staff.

## **ARTICLE XIII. ELECTION OF DELEGATES TO STATE AND NATIONAL AFFILIATE ASSEMBLIES**

Election of delegates shall be by open nomination and secret ballot for a term not to exceed three (3) years. Allocation of seats to ethnic-minority and administrator delegates shall be reasonably proportionate to their identified population within the VEA, Inc., membership.

## **ARTICLE XIV. AFFILIATION**

The VEA, Inc. shall be affiliated with the Washington Education Association and the National Education Association.

## **ARTICLE XV. PARLIAMENTARY AUTHORITY**

Section 1. The current edition of the Standard Code of Parliamentary Procedure governs this



organization in all parliamentary situations that are not provided for in the law or in its Articles of Incorporation, Bylaws, or adopted Rules.

## **ARTICLE XVI. ADOPTION AND AMENDMENT OF BYLAWS AND STANDING RULES**

A. Proposals for the adoption or the amendment of these Bylaws may be made by a two-thirds (2/3) majority of those representatives present and voting at a regular or special Representative Council meeting.

B. Proposed new bylaws or amendments as approved by the Representative Council shall be transmitted to the membership not less than thirty (30) days prior to the date set for balloting of them by the membership by secret vote.

C. Bylaws will be adopted or amended by a two-thirds (2/3) majority favorable vote of all VEA, Inc., members casting ballots.

**Section 2. Standing Rules.** A Standing Rule for implementation of the Bylaws or the effective operation of VEA, Inc., may be adopted or amended at any regular or special meeting of the Representative Council:

A. By a two-thirds (2/3) favorable vote of all delegates present and voting providing that the proposed Standing Rule or amendment has been presented in writing to the VEA, Inc., Executive Board sufficiently in advance of a council meeting for the Executive Board to study and prepare a recommendation to the Representative Council on the proposal.

B. By a two-thirds (2/3) favorable vote of all delegates present and voting providing copies of the proposal have been submitted in writing to Council delegates not less than two (2) calendar weeks in advance of a regularly scheduled Representative Council meeting.

## **ARTICLE XVII. ADOPTION AND AMENDMENT OF ASSOCIATIONS' POLICIES, PROCEDURES AND POSITIONS**

**Section 1.** VEA, Inc., will adopt policies, procedures, positions, philosophy, and beliefs which will guide or direct the employed staff, executive officers, executive board, and Representative Council(s) in meeting recurring or anticipated problems as they carry out their assigned duties and responsibilities.

**Section 2.** Written policies, procedures, positions, philosophy, or beliefs shall be adopted or amended at any regular or special meeting called for that purpose by presentation of a proposal in writing to:

A. The Representative Council by:

1. A simple majority affirmative vote of those present and voting providing the proposal was submitted to the delegates not less than five (5) calendar days prior to the day action is contemplated.

2. A sixty percent (60%) affirmative vote of those present and voting, if the proposal has not been submitted in writing five (5) calendar days prior to the day action is taken; or by

B. A simple majority vote of the general membership of an association casting ballots within the time limits and according to the procedures established by the Executive Board for polling the membership of the specific questions.

Amended: Representative Council April 14, 1992

Amended: Membership vote March 22, 1994

Amended: Membership vote, January 9, 2001

Amended: Representative Council, September 10, 2002

Amended: Representative Council, September 14, 2004

Amended: Representative Council, February 4, 2014

Amended, Membership vote March 6, 2017

Amended, Membership vote March 3, 2020

Amended, Membership vote February 14, 2025