

**BYLAWS
OF THE
MICHIGAN STATE UNIVERSITY
ADMINISTRATIVE PROFESSIONAL
SUPERVISORS ASSOCIATION**

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I NAME AND OFFICE

1.1 NAME

The name of this organization shall be the Administrative Professional Supervisors Association, Incorporated (APSA) of Michigan State University.

1.2 PRINCIPLE OFFICE

The principal office of the Association shall be at such place as the Executive Board may from time to time appoint.

II DEFINITIONS

2.1 GOOD STANDING

- "Good standing" is a term referencing a bargaining unit employee who has met all eligibility requirements set forth in these Bylaws to become a member.
1. A regular member shall be considered in good standing when
 - a. completed any probationary period fixed by mutual agreement between the Association and the University, and
 - b. have paid the required dues and have no outstanding fines, assessments, or indebtedness to the Association.
 2. An associate member shall be considered in good standing when they have retired from the University and had been a regular member in good standing.
 3. A bargaining unit employee is any employee covered under the recognition clause of the Collective Bargaining Agreement between the Board of Trustees of Michigan State University and APSA.
 4. A bargaining unit employee who pays no dues is not a member in good standing.
 5. A bargaining unit employee who pays service fees to the Association, by definition, is not a member in good standing.

2.2 MAJORITY

"Majority" shall mean more than half the votes cast.

2.3 PLURALITY

A plurality vote is the largest number of votes to be given any candidate or proposition. When three or more choices are possible, the candidate or proposition receiving the largest number of votes has a plurality.

2.4 WRITTEN CONCURRENCE

"Written concurrence" includes e-mail, facsimile, petition, and/or handwriting.

2.5 WRITTEN NOTICE

"Written notice" is a term wherein communication is reduced to writing. This could include e-mail, facsimile, handwriting, typewritten documentation, communication referring to the APSA website, first class mail, certified mail return receipt requested or as specified otherwise in these Bylaws.

III PURPOSES AND OBJECTIVES

3.1 PURPOSES

The purposes of the Association are to protect and promote the interests of employees employed by Michigan State University in the Administrative Professional Supervisor classifications having supervisory responsibilities and duties.

3.2 OBJECTIVES

The objectives of the Association are as follows:

- a. Represent all bargaining unit employees in all conditions of employment.
- b. Engage in collective bargaining in matters of wages, hours and working conditions on behalf of all bargaining unit employees.
- c. Adjust and resolve differences between the University and bargaining unit employees.

- d. Promote the career advancement of the bargaining unit employees.
- e. Pursue a policy of anti-discrimination on the basis of race, color, creed, religion, age, sex, disability, height, weight, ethnic or national origin, marital status, political persuasion, classification, sexual preference, gender, gender identity, veteran status, and place and hours of employment.
- f. To receive, manage, invest, expend or otherwise use the funds and property of this Association to carry out the duties and to achieve the objectives set forth in these Bylaws and for such additional purposes and objectives not inconsistent therewith as will further the interest of its bargaining unit employees, directly or indirectly.

3.3 CONFIDENTIALITY

Since the Association is comprised of bargaining unit employees in the Administrative Professional Supervisor classification, some bargaining unit employees may have special employment problems or a particular need for confidentiality in employment related matters. Under these circumstances, the Officers and Directors of the Association have a confidential relationship with the bargaining unit employee which exists where there is a special confidence required by one who in equity and good conscience is bound to act in good faith and with due regard to the interests of the one requiring the confidence. The relationship of a bargaining unit employee with the Officers and Directors of the Association is a relationship of fidelity, of faith, of trust, and of confidence.

IV MEMBERSHIP, DUES and MEETINGS

4.1 MEMBERS

The membership shall consist of any individual who is, or had been immediately prior to retirement, an employee at Michigan State University encompassed in the Administrative Professional Supervisors classification having supervisory responsibilities or duties (except those employees in specific positions which are excluded by mutual agreement between the Association and the University), subject to these Bylaws and payment of annual dues.

4.2 CLASSES

There shall be two (2) classes of membership in the Association: regular* and associate

- a. Regular members shall consist of those employees of Michigan State University in an Administrative Professional Supervisor classification having supervisory responsibilities or duties at Michigan State University and who have paid the required dues of the Association. An employee placed in the Association shall be considered a regular member eligible for good standing upon the completion of any probationary period fixed by mutual agreement between the Association and the University and when they have paid the required Association dues.

When considered in good standing, a regular member is eligible to be nominated for office in the Association. A bargaining unit employee paying a service fee to the Association or who does not pay dues is not deemed a regular member.

*Any individual laid off or furloughed on or after May 1, 2020, who was a regular member in good standing prior to the layoff or furlough, will be considered a regular member in good standing while on the furlough or layoff subject to all the rights and benefits of these Bylaws, with the exception of the requirement that these members pay dues. These individuals are not excluded from qualifying as regular members in good standing because they do not pay dues while on furlough or layoff. This paragraph expires on July 31, 2021.

- b. Associate members shall consist of retired bargaining unit members who were regular members in good standing prior to retirement from active employment at Michigan State University in an Administrative Professional Supervisor classification, or surviving spouses of such persons.
 - i. There shall be one non-voting position of Associate Member Representative on the Executive Board who shall be appointed by the President and approved by the Executive Board.
 - ii. No associate member shall be a candidate for or appointed to elective office; however, an associate member may be appointed to serve as a member or chairperson of any committee, except the Negotiating Committee.
 - iii. The associate membership shall have the right to attend meetings, speak and debate; however, they shall not have the right to make motions or vote.
 - iv. Associate members may develop and participate in programs of interest to the associate members, subject to the approval of the Executive Board.
- c. Any member in good standing may resign from the Association at any time upon providing written notice on an authorized form to the University's Payroll Office.

4.3 VOTING

Each regular member shall have one vote on each matter submitted to vote of the members. A regular member shall vote in person unless a mail, absentee or electronic ballot and conditions governing its use shall be determined by a majority vote of the Executive Board on an issue submitted to the membership. When an action other than the election of Directors or Officers is to be taken by a vote of the membership, it shall be authorized by a majority vote of the regular members present and voting at the meeting and, in addition, by the official tallies of any mail ballot, absentee or electronic ballot authorized by the Executive Board, unless a greater majority is required by the Articles of Incorporation or by law. If there is no majority vote, the vote is defeated.

4.4 DUES

The Executive Board shall set the dues and dues may be raised by the same collective salary percentage increase provided in the Collective Bargaining Agreement. If the Executive Board needs to increase dues beyond this point it must have approval by the APSA membership.

Dues shall be the same for all regular members.

4.5 PAYMENT

Dues shall be paid for the fiscal year by annual cash payment in advance or by monthly payroll deduction. The annual dues shall be payable in advance to the Treasurer.

4.6 BYLAWS

Each member shall be entitled to a copy of these Bylaws upon becoming a member, and at such other times as written request for an additional copy is presented to the Membership Secretary.

4.7 MEETINGS

Two (2) meetings of the members shall be held in each calendar year, one meeting in each of the following months: April and October. The April meeting will be the annual meeting of the membership. The time and place of such meetings shall be designated by the Executive Board.

Written notice of semi-annual meetings shall be provided to all members at least fourteen (14) days prior to the meeting and shall state the order of business to be conducted, place, date, and time.

4.8 SPECIAL MEETINGS of MEMBERSHIP

Special meetings of the members may be called by the President or by the Executive Board or shall be called upon written request of not less than seventy-five (75) members of the membership to the Membership Secretary or President for a specific petition issue. The purpose of the meeting shall be stated in the call and no business shall be transacted except that mentioned in the call of the special meeting.

A specific petition issue shall be submitted within fourteen (14) calendar days of the day the petitioners knew or should have known of the petition issue, or the petition is invalid. Upon verification of signatures, the President or his/her designee shall call the special meeting within thirty (30) calendar days. The specific petition issue shall be stayed pending the special meeting.

Written notice of special meetings shall be provided by the Corresponding Secretary to all members at least seven (7) days prior to the meeting and shall specifically state the purpose, place, date and time of the meeting.

4.9 FIXING of the RECORD DATE

For the purpose of determining members entitled to notice of any meeting of members, or the purpose of any other action, the record date shall be thirty (30) calendar days prior to such meeting or action.

4.10 WAIVER of NOTICE

Attendance of a regular member at a meeting of members constitutes a waiver of notice of the meeting, except when the regular member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

V EXECUTIVE BOARD

5.1 GENERAL POWERS

The corporate powers, business and property of the Association shall be exercised, conducted and controlled by an Executive Board consisting of Directors and Officers elected by the membership.

5.2 QUALIFICATIONS

Each member of the Executive Board must be a member in good standing of the Association.

5.3 COMPOSITION of the BOARD

The Executive Board shall consist of fifteen (15) regular members consisting of seven (7) Officers, eight (8) Directors elected by the membership, and (1) appointed Associate Member Representative.

5.4 COMMON DUTIES of the EXECUTIVE BOARD MEMBERS

- a. Represent the Association as an elected member of the Executive Board.
- b. Perform duties authorized by the President and/or the Executive Board.

- c. Attend all monthly Board meetings, retreats, and special meetings, unless excused by the President. Begin attending Board meetings as soon as elected to the position with voting privileges to begin when term of office begins.
- d. Serve as members of Association committees and/or University committees, as appointed by the Association President or Executive Board.
- e. If the President is unable to make appointments as set forth in these Bylaws, the majority of the Executive Board present and voting will designate an Acting President until the President is able to resume their duties.
- f. Act as Recording Secretary, as appointed by the President, if said Secretary is unable to attend a monthly Executive Board meeting.
- g. Be available to all Association bargaining unit employees for consultation and be knowledgeable to direct said bargaining unit employee to the appropriate Association Officer, if further consultation is needed.
- h. Vote on issues brought before the Executive Board.
- i. Approve all appointments of committee members.
- j. At the expiration of their term shall deliver to their successor all books, monies, and other property of the Association.

5.5 ELECTION and TERMS

The Directors and Officers of the Association shall be elected by a plurality vote cast in an election of Directors and Officers.

For the purpose of electing Board members, when all applicable Bylaws conditions are met, a voting period shall be authorized by the Executive Board. The voting period must be held and completed within two weeks of the April annual meeting when the candidate slate is set.

Election of Board members shall be in accord with Section 4.3 and the following provisions:

- a. The term of office for the President, the two Vice Presidents and the Treasurer shall be four (4) years. All terms of office are for the length specified or until a successor is elected and qualified or until resignation or removal.

The President shall stand for election in 2018 and every four (4) years thereafter. One Vice President shall stand for election in 2017 and every four years thereafter. The other Vice President shall stand for election in 2019 and every

four (4) years thereafter. The Treasurer shall stand for election in 2016 and every four (4) years thereafter.

The term of office for all other Officers shall be two (2) years, or until a successor is elected and qualified, or until resignation or removal. The Recording Secretary shall stand for election in even numbered years. The Corresponding Secretary and Membership Secretary shall stand for election in odd numbered years.

The term of office for the Secretaries shall be three years, or until a successor is elected and qualified, or until resignation or removal, effective August 1, 2018. In order to effectuate this three-year rotation, the Recording Secretary's term shall be October 1, 2016 through July 31, 2018 and every three years thereafter. The Corresponding Secretary's term shall be August 1, 2017 through July 31, 2019 and every three years thereafter. The current Membership Secretary's term shall be October 1, 2016 through July 31, 2018, followed by a two-year term from August 1, 2018 through July 31, 2020, and every three years thereafter.

- b. The term of all office for all Directors shall be two (2) years or until a successor is elected and qualified, or until resignation or removal. Four (4) of the eight (8) Directors shall stand for election in even numbered years. The remaining four (4) Directors shall stand for election in odd numbered years.
- c. Members of the Executive Board shall commence their term of office and voting privileges on the first day of October following their election. However, following the election in April, newly elected members of the Executive Board are expected to attend all Executive Board meetings and participate in the activities with the outgoing incumbent of their particular position until the first day of October, when they commence their term of office and voting privileges.
- d. When a tie vote occurs during an election for an Executive Board position the voting process shall continue until a candidate is duly elected under the following conditions: The resolution of the tie vote is needed to fill the Board position in question. The continued voting process shall entail a run-off election of only those candidates names involved in the initial vote but not clearly selected to fill a position because of the tie vote. Candidates selected by the initial vote or nominated but not involved in the tie will not be part of the subsequent run-off election(s).

5.6 MEETINGS of the EXECUTIVE BOARD

The place of all meetings of the Board shall be the registered office of the Association or such other place as shall be fixed by the Board and announced to the Board members, or as the Board may have previously determined.

- a. Regular Meetings: Regular meetings of the Executive Board shall be held monthly at such times and places as the Executive Board determines from time to time by resolution. Regular meetings shall be open to attendance by Association members with meeting times and places available by inquiry to the President or Corresponding Secretary.
- b. Special Meetings: Special meetings of the Executive Board shall be held upon the call of the President or shall be called by any Executive Board member in writing with the written concurrence of a majority of the voting members of the Executive Board. Upon receipt and verification of the majority of the voting members of the Executive Board, the special meeting shall be called by the President within fourteen (14) calendar days. The Corresponding Secretary shall notify members of the Executive Board at least one day prior to the day of any special meeting; such notice shall set forth the purpose of such meeting. Special meetings shall be open to attendance by Association members with meeting times and places available by inquiry to the President or Corresponding Secretary.
- c. Waiver: Attendance of an Executive Board member at a meeting of Executive Board members constitutes a waiver of notice of the meeting, except when the Executive Board member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
- d. Quorum: For the purpose of transaction of business by the Executive Board, a quorum shall be a majority of the voting members of the Executive Board. The acts of a majority of Executive Board members at a meeting in which a quorum exists shall be the acts of the Board.
- e. Absentee Vote: An issue or motion before the Executive Board shall be determined by a majority vote of the Directors and Officers present at a meeting in which a quorum is established and, in addition, by the official tallies of any mail ballot, absentee or electronic ballot previously authorized for the specific issue or motion as proposed.
- f. In Camera Meetings: A two-thirds (2/3) roll call vote of members of the Executive Board present and voting shall be required to hold an Executive Board meeting in camera. The roll call vote shall be entered into the minutes of the meeting at which the vote is taken. A separate set of minutes shall be taken by the Recording Secretary at the closed session. These minutes shall be retained by the Recording Secretary, and shall not be made available to the general membership. These minutes may be destroyed one year and one day after the closed meeting was held. An Executive Board member can be punished under disciplinary procedures if he/she violates the secrecy of an in camera session.

5.7 VACANCIES

Vacancies on the Executive Board shall be filled by action of appointment by a majority present and voting of the remaining members of the Executive Board and the following shall apply:

- a. Each person so appointed shall hold that vacated office until the position is up for re-election.
- b. Current Board members may be appointed to fill a vacancy for an Officer position until that vacancy can be filled in accordance with Section 5.7.(a).
- c. No member of the Executive Board may hold more than one office simultaneously.

5.8 LEAVES OF ABSENCE

An Executive Board member will be granted a paid leave of absence if FMLA has been approved by the University and confirmed by the President.

5.9 DISCIPLINE and REMOVAL

Any member of the Executive Board may be subject to discipline upon the filing of written charges with the Executive Board by a member in good standing. Disciplinary action may be instituted by affirmative vote of a majority of the members of the Executive Board following a full in camera hearing before the Executive Board at a regular or special meeting called for the purpose of substantiating those charges.

An action to remove an Officer or Director of the Association may be initiated at a regular or special Executive Board meeting only by the unanimous vote of the other members of the Executive Board or by a regular member petitioning the Executive Board with signatures of not less than seventy-five (75) of the regular members of the Association. Written notice of the charges or allegations shall be given to the affected Officer or Director a minimum of seven (7) days before any action against the Officer or Director is taken. Written notice may be made by personal service, electronic mail, or certified mail, return receipt requested.

The affected Officer or Director may, upon written request to the President or Recording Secretary, within three (3) days after receipt of notice, request an opportunity:

- a. to meet before the Executive Board and membership and present reasons why the proposed action should not be taken;
- b. to present evidence, including the right to call witnesses;

- c. to know opposing evidence;
- d. to cross-examine adverse witnesses;
- e. to receive a decision based exclusively on the evidence presented; and
- f. for the Executive Board to prepare a record of the evidence presented.

Said meeting before the Executive Board and membership must be held prior to any action being taken against the affected Officer or Director.

The affected Officer or Director has a right, in lieu of meeting before the Executive Board and membership, to the roster of the membership and an opportunity to mail at least one rebuttal statement setting forth his/her position prior to the vote of the regular membership.

No member holding the position of Officer or Director may be removed from office until the above has been complied with and a vote of the regular membership of the Association for the removal carries, by a majority of those regular members voting by mail or electronic ballot, except under the following conditions:

- a. Two (2) consecutive absences, unless excused by the President, shall automatically remove any member of the Board.
- b. Four (4) absences from a duly called meeting, unless excused by the President, during a twelve-month period shall automatically remove any member from the Executive Board.

5.10 JUDICIAL PROCEDURE

Any member of the Association may file charges against any individual for actions taken while a member of the Association.

- I. The following are examples which may constitute the basis for the filing of charges:
 - a. Wilful violation of any provision of the Bylaws of the Association.
 - b. Misappropriation, embezzlement, or improper or illegal use of Association funds.
 - c. Acting in collusion with management to the detriment of the welfare of the Association or its membership.

- d. Any activity which assists or is intended to assist a competing organization to the detriment of this Association.
- e. Refusal or deliberate failure to carry out legally authorized decisions of the general membership, the President, or the Executive Board.
- f. Willful violation of a legally negotiated and approved Collective Bargaining Agreement.
- g. Instituting or urging others to institute action outside the Association against the Association or any Officer of the Association without first exhausting all internal remedies within the Association, provided that the foregoing shall not apply where action was instituted in order to prevent the loss of rights under an applicable statute of limitations and the member has diligently pursued available internal remedies.
- h. Using the name of the Association in an unauthorized manner or for an unauthorized purpose.
- i. Obtaining membership through fraud or misrepresentation.
- j. Deliberately interfering with any official of the Association in the discharge of such official's lawful duties.
- k. The solicitation or acceptance of a bribe or the acceptance of any gift of more than nominal value from any employer, member, group of members, bargaining unit employee, or employee of the Association, or from any person or firm which has or is seeking to establish a business relationship with the Association.
- l. Conviction of a crime, the nature of which is such as to bring the Association as an organization into disrepute.

Charges against an individual for actions taken in such individual's capacity as a member, an Association Officer, or an Association staff employee shall be filed with and heard by the Association trial body.

Charges shall be in writing and shall be signed by the member or members bringing the charges. The charges shall be specific, citing in detail the nature, the date, and the circumstances of the alleged offense, and where a violation of a Bylaws provision is alleged, the specific section shall be cited, along with the specific act or failure to act which constitutes the alleged violation. The charge shall be filed with the President or in his/her absence or disqualification with a Vice President.

The trial body of the Association shall consist of the President, one Vice President and one Director selected by the Executive Board of the Association. Any directly interested parties shall be disqualified, and the presiding officer shall appoint a disinterested member to serve instead. A guilty verdict must be rendered by a unanimous vote. The trial body will have legal counsel to advise them if so desired.

Within ten (10) days following the receipt of the charges, the person with whom the charges have been filed shall send by certified mail, return receipt requested or electronic mail, an exact and full copy of the charges to the accused party, and an explanation of the trial procedure to be followed.

The trial body shall fix the date, time, and place for the trial, in such a manner as to afford the maximum convenience to both the accused and the accuser, and is practical under all the circumstances.

It shall be necessary to maintain a verbatim record of the trial. The reporter shall attach an affidavit to each copy of the transcript stating that it is a true and accurate record of the evidence taken at the trial.

- II. The accused person shall be guaranteed the following rights:
 - a. The right to be served with a full copy of the charges within ten (10) days after they are filed and at least thirty (30) days before the trial date.
 - b. The right to file a written reply to the charge.
 - c. The right to be tried within forty-five (45) days after receiving a copy of the charges.
 - d. The right to have at least fifteen (15) days advance notice of the date, time, and place of the trial.
 - e. The right to confront the accuser.
 - f. The right to cross-examine the accuser and any witnesses.
 - g. The right to present witnesses in the accused person's behalf.
 - h. The right to compel the production of Association records pertinent to the case.
 - i. The right to choose a person to act as the accused person's counsel in the case.

- j. The right to be presumed innocent unless proven guilty.
 - k. The right to refuse to testify: provided, however, that this right shall not include the right to refuse to produce at the trial any papers, books, or financial or other records which are the property of the Association and which are pertinent to the case.
- III. The person bringing the charges shall be guaranteed the following rights:
- a. The right to receive a copy of any written reply to the charges which may be filed by the accused at the time such answer is filed.
 - b. The right to have the charges heard within fifty-five (55) days after they are filed.
 - c. The right to have at least fifteen (15) days advance notice of the date, time, and place of the trial.
 - d. The right to give personal testimony.
 - e. The right to present the testimony of others and to cross-examine witnesses presented by the accused.
 - f. The right to compel the production of Association records pertinent to the case.
 - g. The right to choose a person to act as the charging party's counsel in the case.
- IV. The person bringing the charges shall be under the following obligations:
- a. To file the original charge and sufficient details as to afford the accused person full opportunity to prepare a defense.
 - b. To appear in person at the trial.
 - c. To assume the burden of proof.
- V. The trial body may, if it finds the accused person guilty, assess any one or more of the following penalties:
- a. A formal reprimand, accompanied by a formal warning against any repetition of the act or acts of which the accused is found guilty.

- b. Full or partial restitution, where the consequences of the offense can be measured in material terms.
- c. Removal from office in the Association.
- d. Suspension from the right to hold any elected office for a period not to exceed four (4) years.
- e. Formal removal from the right to hold office in the Association for as long as they are a bargaining unit employee.

If the charges are not sustained, and the trial body is convinced that the charges were not brought in good faith or were actuated by malice, the trial body may impose such penalty on the charging party as in its judgment is deemed proper under the circumstances. In any such case the party against whom the penalty is imposed shall have the right to appeal the imposition of the penalty to the general membership of the Association and no such penalty shall take effect while an appeal of such penalty is pending.

All decisions must be rendered by the trial body within thirty (30) days following the completion of the trial, except by the consent of the accuser and the accused. Such decisions shall be in writing and shall be transmitted by certified mail, return receipt requested or electronic mail, to the person bringing the charge and to the accused simultaneously.

Notwithstanding all of the above, the Executive Board of the Association may pursue criminal action against a member depending on the facts and circumstances of the case.

5.11 RESIGNATION

Any Executive Board member may resign from the Executive Board by resigning as a Director or Officer, as the case may be, through delivery of written resignation to the President or Recording Secretary of the Association through any means provided in Section 2.5 of these Bylaws. A resignation becomes effective thirty (30) calendar days after delivery of the written resignation or sooner as mutually agreed.

5.12 EXECUTIVE BOARD REMUNERATION

Remuneration for members of the Executive Board shall be made as follows:

- a. Remuneration should be made on a quarterly basis, coinciding with the Association's fiscal year.
- b. A member of the Executive Board shall be eligible for compensation for only one (1) office held within the Association.

- c. Remuneration schedules shall be ratified by a majority vote of the regular members, excluding those individuals recommended for proposed remunerations, pursuant to Section 4.3 of these Bylaws. Remuneration issues must be a scheduled item of business.
- d. Furthermore, Executive Board members shall be reimbursed necessary costs which are expended in the course of their services to the membership. Per diem costs for mileage, lodging and meals shall be reimbursed at the same rate as set forth in Section 70, Travel Regulations, Exhibit 70a, Reimbursement Chart, of the University's Manual of Business Procedures. Any expenditures over five hundred (\$500.00) dollars shall be approved by the Executive Board in advance.

VI OFFICERS

6.1 NUMBER

There shall be seven (7) Officers of the Association: a President, two Vice Presidents, a Corresponding Secretary, a Recording Secretary, a Membership Secretary and a Treasurer; all of whom must be regular members of the Association.

6.2 TERM of OFFICE

The term of office shall be four years for the President, the Vice Presidents and the Treasurer. All terms of office are for the length specified or until a successor is elected and qualified or until resignation or removal. Every other term of office shall be two (2) years, or until a successor is elected and qualified, or until resignation or removal. Section 5.5 of these Bylaws shall apply.

6.3 VACANCIES

In the event of a vacancy in an office of the Association, the Executive Board shall appoint a member to fill said vacancy as per Section 5.7.(a)-(c).

6.4 DUTIES of the PRESIDENT

The President shall be the Chief Executive Officer of the Association and in the recess of the Executive Board shall have the general control and management of the Association's business and affairs; provided, however, that the Executive Board may delegate any specific power to another Officer or agent of the Association. The President shall:

- a. Preside at all meetings of the Association and of the Executive Board; if unable to attend a scheduled meeting, appoint an Executive Board member to preside at the meeting.
- b. Appoint all committee chairpersons and members, all said appointments subject to ratification by the Executive Board, except the Grievance Committee.
- c. Be an Ex Officio member of all appointed committees, except the Nomination Committee.
- d. When away from the University, appoint one of the two Vice Presidents as acting representative of the Association.
- e. Organize retreats for the Executive Board.
- f. Schedule "emergency" Executive Board or Committee meetings, as required by issues involving the Association.
- g. Represent the Association on University committees, as appointed by the Association's Executive Board or by University offices.
- h. Prepare an Association calendar of events, noting meetings, deadlines, and special events.
- i. Serve and preside over any trial body per Section 5.9.
- j. Provide and request notice of release time for the Officers and Directors to the University in accord with the provisions of the Collective Bargaining Agreement.
- k. Responsible for assessment of performance of paid Association agents and representatives with report to the Executive Board.
- l. Perform duties common to all Executive Board members as listed in Section 5.4.
- m. Perform all other duties which are normal to the Office of the President.

6.5 DUTIES of the VICE PRESIDENTS

There shall be two (2) offices of Vice President within the Association, both of which shall perform such duties as the Executive Board or the President may from time to time authorize each to do so. Specific duties are as follows:

- a. Perform those tasks and duties pertaining to the preparation of materials and information needed for contract negotiations. All members of the Association shall be provided an opportunity to propose contract issues which will help determine the degree of support of the proposed contract issues and objectives.
- b. Serve as a liaison to Association representatives on designated committees and provide reports to the Executive Board of activities of designated committees that apply to the Association in the absence of any other reporting member.
- c. Serve as Chair of the Negotiating Committee.
- d. Appoint the Association's Negotiating Committee, at least four (4) months prior to the onset of contract negotiations, said Committee members to be approved by the Executive Board.
- e. Provide monthly reports to the Executive Board and semi-annual reports to the Association membership on contract negotiations or issues related to contract negotiations.
- f. Perform duties common to all Executive Board members as listed in Section 5.4.
- g. Perform those tasks and duties that result from any grievance of concern arising from proper or improper administration of any Association contracts.
- h. Consult with Association members and bargaining unit employees, as needed, including, but not limited to, concerns about contract issues or events in the person's workplace.
- i. Coordinate grievance paperwork.
- j. Resolve or recommend methods of resolution to any such grievance matters that arise, reporting same to the President and/or Executive Board.
- k. Serve as Chair of the Grievance Committee.
- l. Appoint the Association's Grievance Committee, subject to approval by the Executive Board.
- m. Provide a current written grievance report at monthly Executive Board meetings and provide semi-annual written reports to the Association membership.
- n. Consult and refer appropriate matters to the Association's legal counsel.

- o. Report to the President and/or Executive Board recommended methods of resolution to any grievance matters that arise. Seek Executive Board approval to pursue arbitration in specific cases.
- p. Assist with training the Association's grievance committee, convene meetings of the grievance committee.
- q. Perform duties common to all Executive Board members as listed in Section 5.4.

6.6 DUTIES of the TREASURER

The Treasurer shall have custody of all of the funds of the Association, shall keep a full and accurate account of receipts and expenditures and shall make disbursements as the business may require upon the order of the properly constituted Officers or Directors. Specific duties are as follows:

- a. Be responsible for the collection and disbursement of all Association monies pursuant to the direction of the Executive Board.
- b. Provide a current written financial report at monthly Executive Board meetings and provide semi-annual written reports to the Association membership.
- c. Open and maintain accounts as directed by the Executive Board.
- d. Keep accurate, complete and correct records of all financial transactions of the Association and make such records available to any member upon reasonable demand and at reasonable times and places.
- e. Act as Chair of the Association's Business Committee.
- f. Schedule the external annual audit of the Association's finances and work with the auditors in cooperation with the Business Committee.
- g. Perform duties common to all Executive Board members as listed in Section 5.4.
- h. Perform all other duties as are normal to the office of Treasurer.
- i. At the expiration of their term shall deliver to their successor all books, monies, and other property of the Association.

6.7 DUTIES of the SECRETARIES

There shall be three (3) Secretaries as Officers of the Association. The Secretaries shall have charge of the correspondence, membership lists, bargaining unit employee lists and such other books and papers as the Executive Board may direct. Titles and specific duties are as follows:

- a. Recording Secretary
 - i. Keep a record of all regular and special meetings of the Association, all Executive Board meetings, and all other meetings of Association committees as directed by the Executive Board.
 - ii. Provide electronic copies of the previous month's Executive Board meeting minutes prior to the next Executive Board meeting and written copies at the next Executive Board meeting for approval by the Board.
 - iii. Keep all past minutes and records of such meetings, updating as necessary and pass the cumulative material on to succeeding Recording Secretaries.
 - iv. With approval of the Executive Board, prepare, provide and disburse compiled and recorded material as directed.
 - v. Prepare the agenda for all meetings.
 - vi. Act as the Historian of the Association by keeping minutes, newsletters and any other relevant documentation of the Association.
 - vii. Perform duties common to all Executive Board members as listed in Section 5.4.
 - viii. Perform all other duties which are normal to the Office of Recording Secretary.
- b. Corresponding Secretary
 - i. Conduct all correspondence relating to the affairs of the Association and gather material as needed pertinent to such correspondence as directed by the President, the Executive Board or the Association's counsel.
 - ii. Issue all notices of Association meetings and special Executive Board meetings in accord with these Bylaws.

- iii. Prepare and facilitate the publication of the Association news as directed by the Executive Board.
 - iv. Responsible for the functioning of the Association's web page and domains.
 - v. Responsible for the functioning of electronic voting.
 - vi. Perform duties common to all Executive Board members as listed in Section 5.4.
 - vii. Perform all other duties which are normal to the Office of Corresponding Secretary.
- c. Membership Secretary
- i. Maintain a current membership list of the Association.
 - ii. Maintain a list of non-members who pay the service fee of agency shop.
 - iii. Maintain a list of bargaining unit employees who do not pay dues.
 - iv. Coordinate the compiling of lists and filing of documents as applies to the membership and as directed by the President or the Executive Board.
 - v. Coordinate any non-University membership benefits.
 - vi. Provide a current monthly membership report at Executive Board meetings, and at the semi-annual membership meetings.
 - vii. Plan and coordinate orientation for the Association's new members.
 - viii. Perform duties common to all Executive Board members as listed in Section 5.4.
 - ix. Perform all other duties which are normal to the Office of the Membership Secretary.

VII COMMITTEES

7.1 STANDING and SPECIAL COMMITTEES

The Executive Board may create such standing or special committees as it may deem necessary in addition to those enumerated herein to promote the purposes and carry on the work of the Association. Committee chairpersons and committee members shall be appointed by the President, subject to Executive Board approval. The term of each standing committee chairperson and member shall be one (1) year or until the appointment of a successor, or as specified herein. If a Committee chairperson or committee member is on the Executive Board, their term shall coincide with their term of office or as provided herein.

7.2 APPOINTMENTS

The President shall appoint all committee chairpersons and members from among members of the Association, subject to the approval of the Executive Board. The President shall be an ex-officio member of all appointed committees, except the Nominations Committee.

7.3 CONDUCT of BUSINESS

Appointed committees shall meet informally as needed in the operation of the Association and fulfill their responsibilities, and they normally operate on a consensus basis, with no formal motions, resolutions or votes.

7.4 NOMINATIONS COMMITTEE

A Nominations Committee, consisting of at least two (2) regular members shall be appointed by the President, subject to the approval of the Board, at least four (4) weeks prior to the date for an election in accord with these Bylaws. The term of the Nominations Committee shall expire when the elections are certified. No member shall be permitted to serve on the Nominations Committee if they are a candidate for any office. The Nominations Committee shall submit to the membership, a slate of at least one nominee for each open Executive Board position for an election in accord with these Bylaws.

7.5 NEGOTIATIONS COMMITTEE

Members of the Negotiations Committee appointed by the appropriate Vice President and approved by the Executive Board shall remain in their position until conclusion of the negotiating process. The Negotiations Committee shall meet at the call of the Chairperson; and, after consultation with members, shall develop and submit contract proposals to the Employer. The Committee shall have the responsibility and authority to negotiate the Collective Bargaining Agreement with the University. The Committee shall first submit the tentative agreement to the

Executive Board for approval. The Committee shall not have the power to bind the Association to a Collective Bargaining Agreement, without presenting the terms to the membership for approval.

7.6 BYLAWS COMMITTEE

Members of the Bylaws Committee duly selected and approved by the Executive Board shall remain in their position for a one (1) year term of office or until the appointment of a successor. If the Committee chairperson or committee member is on the Executive Board, their term shall coincide with their term of office.

The Bylaws Committee is responsible for making sure that all rules in the Bylaws are being followed by answering questions and giving guidance to the Executive Board. The Bylaws Committee will ensure that any new business is conducted according to the Bylaws, and that all votes that take place are done in accordance with the voting regulations that have been established.

The Committee will periodically review the existing Bylaws to determine if changes need to be made. If changes are determined to be made, they will be submitted to the Executive Board for review and approval. After approval, all proposed Bylaws changes will be presented to the membership for vote in accord with these Bylaws.

7.7 GRIEVANCE COMMITTEE

The Grievance Committee, consisting of at least the President and two Vice Presidents, may investigate and report all grievance matters of the Association and shall investigate and report in writing any such matters that come before the Executive Board.

The responsibilities of the Grievance Committee shall include, but are not limited to making recommendations as to whether or not grievances should be advanced to the arbitration forum. An individual member or bargaining unit employee does not have the right to demand that their grievance be pressed to arbitration, and the Association is not required to carry every grievance to the highest level, but must be permitted to assess each with a view to individual merit. Having regard for the good of the general membership, the Association is vested with discretion which permits it to weigh the burden upon contractual grievance machinery, the amount at stake, the likelihood of success, the cost, even the desirability of winning the award, against those considerations which affect the membership as a whole. Due to the confidentiality and sensitivity of grievance matters, the Grievance Committee shall meet "in camera" unless otherwise directed by the Executive Board.

7.8 FUNCTIONS of the STANDING COMMITTEES

The functions of the standing committees shall be such as are implied by their respective names and as are above specified. In addition, it shall be the duty of each standing committee to keep a record of its proceedings and submit it to the Executive Board at regular intervals.

VIII AGENTS and REPRESENTATIVES

8.1 AGENTS and REPRESENTATIVES

The Executive Board may appoint and determine compensation for agents and representatives of the Association to perform such certain acts or duties on behalf of the Association as the Executive Board may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

8.2 EXECUTION of DOCUMENTS

The Executive Board may specifically designate the Officers or agents who shall have the power to execute any contract, conveyance of other instrument in the name and on behalf of the Association. However, in the absence of such designation, the President or one of the Vice Presidents, and one of the Secretaries or the Treasurer may execute such contract, conveyance or other instrument in the name and behalf of the Association. All contracts, conveyances or other instruments over five hundred (\$500.00) dollars signed in the name and on behalf of the Association shall be approved by the Executive Board in advance.

8.3 BANKING

The Executive Board shall by resolution designate the bank or other depository in which funds shall be deposited in the name of the Association. All accounts or other instruments for the payment of money shall be signed by any two (2) or more of the following Officers: President, Vice President, and Treasurer.

IX GENERAL PROVISIONS

9.1 PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order, Newly Revised, shall be the authority governing proceedings in meetings of the Association, so far as such rules are not in conflict with the

provisions hereof adopted. A parliamentarian may be appointed by the President of the Association.

9.2 FISCAL YEAR

The fiscal year of the Association shall be September 1 through August 31.

9.3 BOOKS and RECORDS

Such books, records and accounts of the Association's business shall be kept and maintained as the Executive Board shall deem advisable and as are required by law, regulation or by these Bylaws. The financial records of the Association are to be audited at least once each year by an outside agent.

9.4 SEAL

The Association shall have power to have a corporate seal, which shall minimally bear the name of the Association, the year of its incorporation, and indicate its formation under the laws of the State of Michigan; and may alter the seal and use it by causing it or a facsimile to be affixed, impressed or reproduced in any other manner.

9.5 SURETIES or BONDS

The Corporation shall have the power to purchase and maintain insurance and/or bonding on behalf of any person who is a Director, Officer, employee or agent of the Corporation.

9.6 INDEMNIFICATION of MSUAPSA DIRECTORS, OFFICERS

- a. Unless otherwise prohibited by law, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the Association, by reason of the fact the person is or was a Director, Officer, employee or agent of the Association or is or was serving at the request of the Association as a Director, Officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit against expenses including attorneys' fees, judgment, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association, ~~or~~ its members, or bargaining unit employees and

with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was lawful.

- b. Unless otherwise prohibited by law, the Association shall indemnify any person who was or is a party or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that the person is or was a Director, Officer, employee or agent of the Association or is or was serving at the request of the Association as a Director, Officer, partner, trustee, employee or agent of another foreign or domestic enterprise, whether for profit or not against expenses, including actual and reasonable attorneys' fees and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association, ~~or~~ its members, or bargaining unit employees. However, indemnification shall not be made for a claim, issue or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.
- c. Any claim for indemnification under this Section, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon the determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in this Section. This determination shall be made in any of the following ways:
 - i. By a majority vote of a quorum of the Board consisting of Directors who were not parties to the action, suit or proceeding.
 - ii. If the quorum described in subparagraph (a) is not obtainable, then by a majority vote of a committee of directors, who were not parties to the action. The committee shall consist of not less than two disinterested Directors.
 - iii. By independent legal counsel in a written opinion.
 - iv. By a majority vote of the members present at a meeting.
- d. If a person is entitled to indemnification under this Section for a portion of the expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement but not for the total amount thereof, the Association may indemnify

the person for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.

- e. The provisions of this Section shall be applicable to an individual who ceases to be a Director, Officer, employee or agent of the Association and shall inure to the benefit of the heirs, executors, personal representatives and administrators of the person.
- f. The provisions of the Amendment are effective as of January 1, 1988.

X DISSOLUTION

10.1 PROCEDURES for DISSOLUTION

The Association may be dissolved pursuant to the statutes of the State of Michigan then in effect.

10.2 DISTRIBUTION of ASSETS

Upon dissolution of the Association, any assets remaining thereafter shall be conveyed to such organizations as shall be selected by the Executive Board, provided, however, that such organizations shall be exempt under Section 501(c)(3) of the Internal Revenue Code. Alternatively, any assets remaining may be distributed equally to the membership.

XI AMENDMENTS

11.1 AMENDMENTS

These Bylaws may be altered or amended in accord with Section 4.3 of these Bylaws. The proposed amendment must be provided to the membership at least 72 hours prior to voting. Any proposed amendment may be presented by petition signed by not less than seventy-five (75) of the regular members of the Association, or by resolution of the Executive Board. Passage of any amendment shall be by two-thirds (2/3) vote of the regular members voting.

XII BYLAWS

12.1 EFFECTIVE DATE

These Bylaws shall take effect on their adoption and on approval by this membership. They shall supersede and render void all pre-existing Bylaws, rules, regulations, or policies governing the Association. These Bylaws are effective April 28, 2016, unless otherwise provided herein.

XIII CONTRACT RATIFICATION

13.1 PRESENTATION to MEMBERS

With Executive Board approval upon reaching a tentative agreement for a new proposed Collective Bargaining Agreement with the Employer, the Negotiations Committee shall reduce to writing all of the changes, deletions, and modifications from the previous Collective Bargaining Agreement and provide same to the membership at a duly called membership meeting.

At said meeting the Negotiations Committee shall explain to the membership the changes, deletions, and modifications in the new proposed Collective Bargaining Agreement. Questions shall be answered by the Negotiations Committee. The new Collective Bargaining Agreement shall be reduced to writing and provided to the membership as soon after ratification as possible.

13.2 NOTIFICATION of CONTRACT MEETINGS

Notification for the proposed contract meetings shall be in accordance with the special meeting procedure.

13.3 VOTE

A ratification vote shall be held by a secret ballot as prescribed in Section 4.3.

13.4 RATIFICATION or REJECTION DETERMINED

Ratification or rejection of the proposed Collective Bargaining Agreement shall be by a majority of the ballots cast.

September, 1985
Revised October 25, 1989
Revised April 30, 1990
Revised April 27, 1992

Revised April 24, 1997
Revised October 23, 2003
Revised April 16, 2009
Revised October 28, 2010
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Revised February 13, 2018
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