

**CONSTITUTION OF
THE SOUTHEASTERN OHIO
EDUCATION ASSOCIATION**

ARTICLE I - NAME

Section 1. The name of this organization shall be the Southeastern Ohio Education Association, which shall maintain affiliation with the Ohio Education Association and the National Education Association.

ARTICLE II - PURPOSE

Section 1. The purposes of this Association shall be to promote excellence in the education programs of local school districts, the State of Ohio and the Nation; to protect and improve the welfare and the concerns of the members; establish and maintain a cooperative relationship among the membership; promote public awareness of educational needs in the region; and aid local associations in becoming more active in the decision-making process of the local school districts.

Section 2. This Association shall cooperate with the Ohio Education Association and the National Education Association in attainment of their goals, objectives and purposes.

Section 3. In all matters of conflict between this association's governance and the constitutions, by-laws, or guidelines of the Ohio Education Association or the National Education Association, the parent organizations' rules and procedures take precedent.

ARTICLE III - MEMBERSHIP

Section 1. All active members of this Association shall be members of the United Education Profession, holding concurrent memberships in the National Educational Association, the Ohio Education Association, and the local Education Association where the member is employed if eligible.

Section 2. ACTIVE MEMBERSHIP may be held by any teacher, or supportive professional personnel regularly employed in state approved school units affiliated with the SEOEA. Upon payment of regular dues, only members qualified for active status shall have the rights of voting, serving on committees and holding office.

Section 3. HONORARY MEMBERSHIP without payment of dues and without voting privileges may be granted by the Executive Committee to retired teachers and to other deserving persons.

Section 4. RETIRED MEMBERSHIP may be held by any retired teacher, or supportive professional personnel previously employed in state approved school units affiliated with the SEOEA. Retired members shall not be subject to payment of dues, Retired members must maintain membership in Ohio Education Association-Retired through annual payment of dues or lifetime membership in that organization. Members qualified for retired status shall have the rights of voting, serving on committees and holding office as stated in Article IV, Section 7 of this document.

ARTICLE IV – OFFICERS/EXECUTIVE COMMITTEE

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

Section 2. There shall be an Executive Director employed by the Executive Committee who shall enter into a contractual agreement with the Executive Committee, determining the compensation for the position and specifying the services to be rendered. The contract shall be for a term of not more than two years, and the person may be rehired under a new contract.

Section 3a. The President, Vice President, Treasurer, the Ohio Education Association Board of Director member(s), OEA Student representative, OEA Retired representative, Educational Support Professional representative, Ethnic-Minority representative, Higher Education representative, any OEA officer(s) and any National Education Association Director(s) elected from the SEOEA District, a Past President, three members elected at large, and twelve county representative members.

b. Ethnic-Minority, educational support professional, and higher education representation shall be guaranteed at least proportional to the ethnic-minority, educational support professional, and higher education membership of SEOEA with each classification guaranteed at least one seat. Persons elected on the basis of one of the guaranteed positions shall serve in addition to the three At-Large positions.

Section 4. The President and Vice President shall be elected to and serve three year terms.

Section 5. The Higher-Education Representative, the Ethnic-Minority Representative, and Educational Support Professional Representative shall be elected to and serve a three-year term.

Section 6. At-Large Members and County Representatives shall serve three year terms with one at large member and four County Representatives elected each year. County Representatives to be elected for the 2006-2007 membership year- and every three years thereafter- are Hocking, Jackson, Pike, and Vinton. County Representatives to be elected for the 2007-2008 membership year- and every three years thereafter- are Gallia, Morgan, Perry, and Washington. County representatives to be elected for the 2008-2009 membership year- and every three years thereafter- are Athens, Lawrence, Meigs, and Scioto. At-Large Members and County Representatives of the Executive Committee should be active members of SEOEA. Should a vacancy exist for at least 30 days after notification to the represented membership, a retired member may be appointed to such vacancy by the President with approval of the Executive Committee.

Section 7. The OEA Retired Representative shall be elected or appointed by the Division of OEA Retired to a three-year term. The OEA Student representative shall be elected or appointed by the Ohio Student Education Association Division to a one-year term. In the event that the aforementioned Divisions fail to elect or appoint a representative, the position may be filled by majority vote of the SEOEA Board of Directors present and voting at a regularly scheduled Executive Committee meeting.

Section 8. No member of the Executive Committee may be elected to more than two consecutive three year terms in the same position, with the exception of the Student Representative who is limited to two consecutive one year terms.

Section 9. SEOEA Representatives to the Ohio Education Association shall be elected after the manner and for the term prescribed by the constitution and by-laws of the Ohio Education Association.

Section 10. All elected officers shall assume their duties on July 15th following their election unless other dates are specified by the Ohio Education Association or National Education Association, in which case those dates hold precedent. *(Amended 11/2016)*

ARTICLE V - DUTIES OF THE OFFICERS AND EXECUTIVE COMMITTEE

Section I. The President shall:

a. Represent the Association as spokesperson on matters of policy or, at the President's discretion, assign responsibility for such representation.

b. Oversee the preparation of the agenda for the governing bodies of the Association and the program for any Representative Assembly of the Association.

c. Appoint all chairpersons and members of subcommittees of the Executive Committee with the approval of the Executive Committee.

d. Appoint ad hoc committees, with the approval of the Executive Committee.

e. Serve as member ex officio on all committees.

f. Review Association policies and recommend priorities to be considered by the Executive Committee.

g. Meet at least bi-monthly with the Executive Committee or at such times as determined by the President or the Executive Committee.

- h. Preside over sessions of the Executive Committee and the Representative Assembly and may vote.
- i. Authorize jointly with the treasurer payment of Association expenses based on the appropriation resolution.
- j. Serve as alternate to the OEA Board of Directors at any meeting which an elected OEA Board of Directors member is unable to attend.

Section 2. The Vice President shall:

- a. Assume the duties of the President in the President's absence.
- b. Complete the President's term of office if the President is unable to do so due to resignation, removal, or other cause.
- c. Serve as alternate to the OEA Board of Directors at any meeting which a second elected OEA Board of Directors member or the President is unable to attend.

Section 3. The Treasurer shall:

- a. Serve as a chairperson of the finance committee of the Executive Committee by virtue of office.
- b. Prepare and administer the budget authorized by the governing bodies of the Association.
- c. Provide a bi-monthly item analysis of appropriations and expenses to the Executive Committee.
- d. Be the bonded agent of the Association charged with the responsibility of signing and issuing checks.
- e. Issue checks upon receipt of authorization from the Association President, or upon action of the Executive Committee or Representative Assembly.

Section 4. The Past President shall:

- a. Assume the duties of the President in the absence of the President and Vice President.
- b. Serve as third alternate to the OEA Board of Directors when necessary.

Section 5. The Executive Director shall:

- a. Implement the policies and programs established by the governing bodies.
- b. Serve as a consultant to the governing bodies of the Association.
- c. Advise the officers and governing bodies on all policy matters through appropriate reports and recommendations.
- d. Serve as secretary to the Representative Assembly and Executive Committee without voting power.
- e. Meet regularly with the President and Vice-President to confer on Association policies, procedures and programs.
- f. Perform such other duties as may be assigned by the Executive Committee or Representative Assembly pursuant to contractual agreement.

Section 6. The County Representatives shall:

- a. Represent the interests of the local education associations within their county.

- b. Communicate with the local education associations within their counties to encourage local participation in the conferences, workshops and other activities of SEOEA.
- c. Communicate with the presidents of the local associations within their counties to obtain reports of noteworthy member or student activities, member awards and recognitions, grants, etc. for inclusion in the county report due before each Executive Committee meeting
- d. Submit a regular report of the activities of the local associations within the representative's county for inclusion in the Executive Board meeting minutes. The report should be submitted to the Executive Director electronically either by email attachment or online form via the SEOEA website at least one week prior to Executive Committee meetings. If the form is not submitted electronically before the meeting, then the representative should pre-print enough copies of their report for distribution at the Executive Committee meeting.

Section 7. The At-Large Representatives shall:

- a. Represent the interests of the local education associations within the district, especially in the counties near where they reside.
- b. In the absence of a county representative for a county near where they reside or at the request of the president, the At- Large Representative will function as a county representative to communicate with the local education associations within their counties to encourage local participation in the conferences, workshops and other activities of SEOEA. The At-Large Representative should also attempt to furnish the Executive Committee county reports for any counties for which they are acting as representative.
- c. Perform other duties at the request of the president or Executive Committee.

Section 8. The Executive Committee shall function as the executive arm of the Association and shall be responsible for the development and execution of programs of the Association, and the implementation of policies determined by the Representative Assembly. The Executive Committee shall manage the affairs of the Association, subject to this constitution and shall be vested with the title to all property of the Association. It shall have final responsibility for the financial affairs of the Association including all expenditures in accordance with appropriations passed by the Representative Assembly. It may act in areas that are reserved to the Representative Assembly under this constitution, between meetings of that body, but in such events, any action taken shall be reported to the Representative Assembly at its next meeting.

Section 9. The Executive Committee shall be responsible for interpretation of this Constitution and By-Laws.

Section 10. a. Any vacancy not provided for in the Constitution and By-Laws shall be filled by majority vote of the SEOEA Board of Directors members present and voting until the next Representative Assembly provided the Executive Director has provided written notice of the vacancy to all local presidents at least 15 days prior to the meeting at which the appointment will be considered.

b. The Executive Committee may appoint County Representatives by majority vote of the members present and voting provided the Executive Director has provided written notice of the vacancy to all local presidents in the affected county at least 15 days prior to the meeting at which the appointment will be made. Such appointment shall be for the remainder of the term.

c. Persons elected or appointed to complete terms shall be eligible for election to two consecutive three-year terms (two one year terms for the Student representative) in the same position upon completion of the unexpired term.

d. Persons elected or appointed to an office of the Executive Committee who become retired members during their term of office, may choose to either complete their current term or resign their office. Retired members completing their term on the Executive Committee shall not be eligible for re-election to that office, or election to any other office with the exception of the retired seat on the S.E.O.E.A. Executive Committee. When an Executive Committee office remains vacant, a Retired Member may be temporarily appointed to fulfill the duties of that office while a search for an Active Member for that position continues.

Retired members completing a term as president, vice-president or treasurer shall not be eligible for re-election under Article V. Section 10.c above. *(Amended 11/2016)*

Section 11. Removal. Executive Committee members are expected to attend every Executive Committee meeting or be excused. Any Executive Committee member who shall be absent from two (2) consecutive regular meetings of the Executive Committee without just cause shall automatically vacate the seat on the Executive Committee and the vacancy shall be filled as provided by these Bylaws. However, the Executive Committee shall consider each absence of an Executive Committee member as a separate circumstance and may expressly waive such absence by two-thirds (2/3) vote of the members present at that meeting. Executive Committee members who are unwilling or unable to fulfill the duties required of them will be subject to dismissal by two-thirds (2/3) vote of the Executive Committee members present at an Executive Committee meeting. *(Amended 11/2018)*

ARTICLE VI- NOMINATIONS AND ELECTIONS

Section 1. Nominations for officers shall be by declaration of intent by the candidate sent to the Executive Director at least thirty (30) days prior to the election, by the Nomination Committee not more than thirty (30) days nor less than fifteen (15) days prior to the election, or by nomination from the floor of the Representative Assembly.

Section 2. The President, Vice President, Treasurer and At-Large members of the Executive Committee shall be elected by the delegates at the Spring Representative Assembly each year.

Section 3. The County Executive Committee members shall be elected by the SEOEA members in their respective counties in special election to be held in one-third of the counties each spring between May 1 and May 15.

Section 4. The election of officers, At-large members, the Educational Support Professionals representative, the Ethnic-Minority representative, and the Higher Education representative shall be by majority vote of the delegates at the Representative Assembly.

Section 5. Voting for officers, the Educational Support Representative, the Ethnic-Minority Representative, the Higher Education Representative, and At-Large Executive Committee members shall be by secret ballot with a blank provided for write-in candidates on each ballot unless the candidate is unopposed in which case the SEOEA President will declare such a candidate elected by acclamation. All records pertaining to elections, including all ballots marked, unmarked and voided shall be preserved for one year from the election, and such ballots and other records will be made available to OEA officers for inspection and examination upon request.

Section 6. In the event there are more than two candidates and no candidate receives a majority of the votes cast, a runoff election shall be held immediately. In such an election, the names of the candidates with the highest number of votes cast in the previous election shall be placed on the ballot.

Section 7. Officers of the Association may be recalled for violations of the Code of Ethics of the Education Profession, for misfeasance, malfeasance, or nonfeasance in duty. Proceedings against any officer may be initiated by written petition listing the specific charge. Such petitions must be signed by (a) 3 percent of the active members of the association, or (b) 1/3 of the members of the Executive Committee. After a hearing of all the facts of the case, the Executive Committee shall vote on the question of recall, a 2/3 vote of the membership of the Executive Committee being necessary to recall the official.

ARTICLE VII - REPRESENTATIVE ASSEMBLY

Section 1. Semi-annual meeting of the Representative Assembly shall be held in the fall and spring.

a. The fall meeting shall convene to adopt a legislative program and conduct necessary business.

b. The spring meeting shall convene to evaluate the legislative program, adopt the annual budget, act on items of the new business, act on resolutions and elect officers of the Association.

Section 2. The Representative Assembly shall be composed of members of the Executive Committee and of delegates chosen from affiliated local association in the ratio of one representative and one alternate for each 50 SEOEA members, or fraction thereof, who have paid annual membership dues for the current year. The President of the affiliated local association entitled to representation shall arrange for the election of the delegates and alternates by secret ballot and certify their names to the Executive Director no later than 21 days before the fall assembly. Locals failing to certify names prior to the 21-day deadline and wishing to be seated at the Representative Assembly shall meet with the Credentials Committee prior to the Representative Assembly to verify that delegates were elected in a timely manner and to explain the reason for failure to provide certification. The decision of the Credentials Committee will be reported to the Representative Assembly by the Chairperson of the Convention Planning Committee. Delegates elected in the fall shall serve for one year. SEOEA members elected to the OEA Representative Assembly shall serve as delegates to the SEOEA Representative Assembly by virtue of office as OEA delegates.

Section 3. In case any delegate cannot be present at a meeting of the Representative Assembly the alternate chosen in the delegates place shall exercise all the rights and privileges of said absent delegate. Only duly elected delegates and duly elected alternates replacing delegates will be seated at the Representative Assembly.

Section 4. Providing they are still active members of the Association, past Presidents of SEOEA in attendance at the Representative Assembly shall have full delegate rights and privileges.

Section 5. The Representative Assembly shall have final jurisdiction over the seating of its delegates.

Section 6. The Representative Assembly shall be the supreme governing body of the Association in all matters.

Section 7. Voting credentials shall be issued at the registration area. Only persons registered with voting credentials may vote.

Section 8. A sample ballot of the local election and the results must be returned to the Executive Director.

Section 9. All ballots returned in the election of OEA and SEOEA delegates must be retained for at least one year.

ARTICLE VIII - COMMITTEES

Section 1. Standing Committees of the Association shall be as follows: Convention-Planning; Communications; Constitution-By-Laws and Policy; Finance; Legislative; Resolutions; and Appeals Board.

Section 2. The SEOEA representatives to the Ohio Education Association Legislative and Resolutions Committee shall be district committee chairpersons by virtue of office.

Section 3. The Convention Planning Committee is charged with the responsibility of planning SEOEA Representative Assemblies. Subcommittees of this Committee are responsible for examining the credentials of all delegates; recommending to the Assembly, for approval, the seating of all eligible delegates; conducting the elections of the Representative Assembly; proposing the Standing Rules of the Representative Assembly.

Section 4. The Legislative and Political Action Committee shall coordinate political action activities and shall evaluate and present legislative proposals and recommend an SEOEA position at the Fall Representative Assembly.

Section 5. The Resolutions Committee shall evaluate and present resolution proposals and recommend an SEOEA position at the Spring Representative Assembly.

Section 6. The Budget and Finance Committee shall be chaired by the Treasurer and draw up a proposed budget for approval at the Spring Representative Assembly.

Section 7. The Constitution-By-Laws and Policy committee shall have advisory responsibility in matters concerning interpretation of the Constitution-By-Laws and Policy and be charged with proposing or receiving amendments when needed, and shall recommend new policies and shall maintain a record of the current policies of the Association.

Section 8 The Communications Committee shall have responsibility for communicating with the general membership at large in matters of mutual concern to all members of the education profession, and Southeastern Ohio educators in particular.

Section 9. Committee members may consist of either active or retired members of the association. Whenever possible, committee chairpersons should be active members but may be a retired member at the discretion and appointment of the president unless such appointment conflicts with an active membership requirement for membership of a corresponding OEA Core Function Committee of which the SEOEA committee chairperson would also be the OEA representative.

ARTICLE IX - APPEALS BOARD

Section 1. Composition. The Appeals Board shall be composed of three active or retired SEOEA members who may remain on the Board following retirement.

Section 2. Appointment. Members of the Appeals Board shall be appointed by the President with approval by two-thirds vote of the Executive Committee at their first meeting each year and the majority approval of the Representative Assembly.

Section 3. Vacancies. Vacancies occurring between Representative Assemblies shall be filled by two-thirds vote of the Executive Committee until the next Representative Assembly at which time a new election will be held for the unexpired term, if any exists.

Section 4. The term of members of the Appeals Board shall be three years, with one term beginning each year. Members of the Board may not serve more than two full terms.

Section 5. The Appeals Board shall have appellate jurisdiction in cases arising under this Constitution and By-Laws, the Standing Rules of the Representative Assembly and other Policies as directed by the Representative Assembly.

Section 6. Powers. The Appeals Board may:

- a. interpret all documents under their jurisdiction;

- b. act in original jurisdiction in recall proceedings against officers or members of the Executive Committee;

- c. act on charges brought against the Executive Committee for exceeding the powers granted;

- d. set aside any election of SEOEA officers for SEOEA delegates found not to have been conducted pursuant to this Constitution and By-Laws.

Section 7. The Board shall establish rules of procedure, and guarantee due process in all its proceedings.

ARTICLE X - AMENDMENTS

Section 1. Amendments to this Constitution may be submitted by petition of 25 SEOEA members to the Constitution, By-Laws and Policies Committee at least 30 days prior to any Representative Assembly, or by a majority vote of the Executive Committee at least 14 days prior to any Representative Assembly. A copy of the text of the proposed amendment shall be sent by the Constitution, ByLaws and Policy Committee to all delegates to the Representative Assembly at least 10 days prior to the Assembly. The Constitution may then be amended by a two-thirds majority of the votes cast at the Representative Assembly.

ARTICLE XI - RATIFICATION

Section 1. This Constitution shall become operative when adopted by a majority of the votes cast at a special Representative Assembly called for that purpose in the spring of 1974.

Section 2. Any problems of transition from the former SEOEA Constitution (1964) to this document shall be settled by the Executive Committee with its decision being final.

- BY-LAWS -

Section 1. *Robert's Rules of Order, Revised*, shall be the official guide in all matters of parliamentary procedure.

Section 2. The annual dues of the Association shall be:

a. Active Member--1/20th of then current OEA dues to nearest 1/2 dollar.

b. School Support Personnel--1/2 of the regular dues.

c. Honorary Members--No dues or fees.

d. Retired Members--No dues or fees. Membership in Ohio Education Association – Retired must be maintained.

e. Dues shall be payable as stipulated by the Executive Committee and in accord with current OEA practices.

Section 3. A quorum shall consist of the body attending and voting at any session or meeting where adequate notification has been provided with the exception of the Executive Committee which shall have at least 1/5 of the eligible members present.

Section 4. The fiscal year of the Southeastern Ohio Education Association shall coincide with that of the Ohio Education Association.

Section 5. The time and places of the semi-annual meetings of the representative assembly shall be determined by the Executive Committee.

Section 6. All officers, committee members, delegates and members at-large, shall adhere to the Code of Ethics of the Education Profession.

Section 7. The SEOEA shall communicate with members at least quarterly through an every member publication.

Section 8. All appointments to OEA Committees and Commissions will be by recommendation of the President and with approval of the Executive Committee.

Section 9. In the event of the dissolution of the Southeastern Ohio Education Association all of the assets remaining shall be distributed to the Ohio Education Association provided that it is exempt from federal income taxation at the time of dissolution. In the event that the recipient is not recognized as exempt from federal income taxation, the assets shall be distributed to the McDonald Scholarship Fund of the University of Rio Grande, Rio Grande, Ohio, provided that it is recognized as exempt from federal income taxation.

Section 10. Whistle Blower Policy. SEOEA officials are obligated to comply with all relevant legal requirements in carrying out their SEOEA responsibilities. A failure to meet this obligation — whether intentional or inadvertent — can have adverse consequences for the reputation and operation of the SEOEA. The purpose of this Whistleblower Policy ("WB Policy") is to establish a procedure by which any such failure can be brought to the attention of the SEOEA, so that appropriate corrective action can be taken.

I. DEFINITIONS

As used in the WB Policy, the following terms have the meanings indicated:

A. The term "misconduct" means an action, taken by an SEOEA official in carrying out his or her SEOEA responsibilities, that constitutes: (1) a violation of a duty established by the SEOEA Constitution and Bylaws; (2) a misappropriation, conversion or improper use of SEOEA assets or resources; or (3) a violation of any state or federal law and/or regulation pertaining to a corporation or a labor organization, including the Labor-Management Reporting and Disclosure Act.

B. The term "SEOEA official" means an SEOEA district-wide officer, a member of the SEOEA Board of Directors, a member of an SEOEA committee or subcommittee, and any other person designated by SEOEA governance to represent the SEOEA. The term does not mean an SEOEA employee.

C. The term "person" means a member of SEOEA an employee of the SEOEA or an SEOEA affiliate, a consultant or vendor who conducts or seeks to conduct business with the SEOEA or an SEOEA affiliate, and any other representative of the SEOEA or an SEOEA affiliate.

D. The term "WB Officer" means the person who is responsible for the implementation of the WB Policy.

E. The term "whistleblower" means any person who notifies the WB Officer of an action that he or she has reasonable cause to believe constitutes misconduct.

II. WB OFFICER

For purposes of implementing this policy only, the SEOEA Executive Director shall serve as the WB Officer and, in that capacity, shall be responsible for the implementation of the WB Policy. The WB Officer shall monitor the implementation of the WB Policy. The WB Officer shall recommend to the SEOEA Board of Directors such modifications to the policy he/she may, from time to time, deem appropriate.

III. NOTIFYING OEA OF ALLEGED MISCONDUCT

A. Any person who has reasonable cause to believe that an SEOEA official has engaged or is about to engage in misconduct subject to this policy should notify the WB Officer of the allegation in writing. The whistleblower shall identify himself or herself in the notice to the WB Officer. If requested to do so by the whistleblower, the WB Officer shall treat the notice as anonymous and shall not reveal the whistleblower's name except in response to a legal mandate. If the WB Officer is unavailable, and the whistleblower believes that a delay in providing notification could have adverse consequences for the SEOEA, he or she may notify the SEOEA Past President, who shall turn the matter over to the OEA Executive Director as soon as possible thereafter.

B. If, the WB Officer has reasonable cause to believe that an SEOEA official has engaged or is about to engage in misconduct, based on the information provided by the whistleblower and other relevant information, the WB Officer shall turn the matter over to the OEA General Counsel ("GC").

C. The GC shall expeditiously conduct an investigation of the alleged misconduct and shall submit to the WB Officer and SEOEA Past President a written opinion setting forth his/her conclusions as to whether the SEOEA official has engaged or is about to engage in misconduct, and if so, what should be done to correct the situation.

D. After consulting with the SEOEA President and Past President, the WB Officer shall arrange for such action to be taken as he or she deems appropriate to correct the situation.

E. If the WB Officer concludes that person has made an allegation of misconduct or has participated in an investigation of alleged misconduct in bad faith or without reasonable cause, the WB Officer shall refer the matter to the SEOEA President and SEOEA Past President who shall take such action as is deemed appropriate, based on an investigation of the circumstances.

IV. PROTECTION OF PERSONS WHO PROVIDE EVIDENCE OF ALLEGED MISCONDUCT

A. Except as otherwise provided in Section III (E) above, no person shall be subject to any form of direct or indirect retaliation by an SEOEA official, an SEOEA employee, or other SEOEA representative, because he or she (1) is a whistleblower, (2) has participated in an investigation of alleged misconduct, or (3) has in any other way been involved in good faith in the implementation of the WB Policy.

B. If any person believes that he or she has been subject to retaliation in violation of Section (A) above, that person shall report such retaliation to the WB Officer. The WB Officer shall investigate the matter, and if the WB Officer concludes that an SEOEA official, SEOEA employee, or other SEOEA Policy Manual representative has engaged in retaliation, the WB Officer, shall refer the matter to the SEOEA President and SEOEA Past President who shall take such action as is deemed appropriate.

V. MISCELLANEOUS

A. Nothing in the SEOEA 's WB Policy shall be interpreted or applied to deprive any person of any right that he or she may have under the SEOEA governing documents, a contract with SEOEA, or a statute. To the extent that the WB Policy is inconsistent with any such right, the right in the SEOEA governing document, contract with SEOEA, or statute shall take precedence.

B. Any person who believes that an SEOEA official has engaged or is about to engage in misconduct is encouraged to exhaust the WB Policy before attempting to deal with the matter in any other forum.

C. Information and documents involved in the implementation of the WB Policy shall be treated as confidential to the extent possible except as limited by legal requirements and/or with legitimate business justification as determined by SEOEA. The WB Officer shall make such information and documents available to others only on an "as needed" basis. To the extent relevant, all privileges, including the attorney/client and attorney work product privileges, shall apply to information and documents involved in the implementation of the WB Policy.

D. If a question arises as to whether the WB Officer has engaged, may be engaged, or is about to engage in misconduct subject to this policy, the matter shall be dealt with by the SEOEA President.

VI. EFFECTIVE DATE AND AMENDMENT; DISTRIBUTION

A. The WB Policy shall become effective on the date that it is adopted by the SEOEA Board of Directors.

B. The WB Policy shall be posted on the SEOEA Intranet, and a copy of the Policy shall be distributed to all SEOEA officials, and all persons who become members of SEOEA committees or are otherwise designated to represent the SEOEA. SEOEA Policy Manual. (WB Policy added 11-16-22)

Section 11. Conflict-of-Interest Policy. SEOEA officials have a fiduciary obligation to act in the best interests of SEOEA. The purpose of this Conflict-of-Interest Policy for SEOEA officials ("CI Policy") is to provide guidance to SEOEA officials in complying with this fiduciary obligation.

I. DEFINITIONS

As used in the CI Policy, the following terms have the meanings indicated:

A. The term "SEOEA official" means an SEOEA Executive Officer (i.e., President, President-elect, Past President, Recording Secretary), a member of the SEOEA Board of Directors, a member of an SEOEA committee, and any other person designated by SEOEA governance to represent SEOEA. The term does not mean an employee of, or a consultant retained by, SEOEA;

B. The term "immediate family" of an SEOEA official means his or her parent, spouse or spousal equivalent, child, grandparent, grandchild, sibling, mother- or father-in-law, sister- or brother-in-law, or daughter- or son-in-law;

C. The term "directly or indirectly" means an action taken by an SEOEA official in his or her own name (directly), or through a member of the immediate family or a business associate of an SEOEA official (indirectly);

D. The term "participate in an SEOEA decision" means the authority to approve, disapprove, recommend, or otherwise influence the position taken by SEOEA; and

E. The term "Conflict of Interest Officer" means the person who is responsible for the implementation of the CI Policy.

II. STATEMENT OF PRINCIPLE

No SEOEA official shall, directly or indirectly, have any interest or relationship, take any action or engage in any transaction, or incur any obligation which is in conflict with, or gives the appearance of a conflict with, the proper and faithful performance of his or her SEOEA responsibilities.

III. PROHIBITED ACTIVITIES

The activities that are prohibited by the Statement of Principle set forth in Section II include, but are not limited to, the following:

A. No SEOEA official shall, without the advance written approval of the CI Officer, have a direct or indirect financial or personal interest in or relationship with any business, firm, person, or entity that does or seeks to do business with SEOEA. (CI Policy added 11-16-22)

Section 12. These By-Laws may be amended at any Representative Assembly of the SEOEA by a *three-fifths* majority of the votes cast, provided all delegates present shall have been supplied with a written copy of the proposed By-Law change.

Constitution and Bylaws Last Amended 11/16/2022 at the SEOEA Fall Representative Assembly.