

# **New York City Managerial Employees Association**

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## **BYLAWS**

*Adopted by the General Membership on July 1, 1968,  
and amended by the General Membership on*

*February 8, 1973;*

*June 10, 1986;*

*April 4, 1989;*

*December 19, 1991;*

*December 14, 1993;*

*September 19, 1995;*

*December 15, 1997;*

*June 23, 1998;*

*June 22, 1999;*

*June 27, 2000;*

*December 9, 2002;*

*March 15, 2006;*

*February 11, 2009;*

*November 1, 2011;*

*October 28, 2014;*

*October 19, 2017*

***June 26, 2018***

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# **New York City Managerial Employees Association**

42 Broadway – Suite 1945  
New York, New York 10004

## **BYLAWS**

*Revisions Adopted by MEA General Membership November 1, 2011*

### **ARTICLE I: NAME**

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

### **ARTICLE II: PURPOSE**

**Sect. 2.01** The purpose of the NYC Managerial Employees Association (MEA) is to promote the advancement of managerial employees of the City of New York by advocating for their professional growth, increased wages, enhanced benefits and improved working conditions. The MEA collaborates and networks with the Mayor's Office, elected officials, the City's administration, agency leaders, community representatives and stakeholders to advocate for members to receive pay equity, parity and professional advancement opportunities consistent with the Association's values of respect and professionalism.

### **ARTICLE III: MEMBERSHIP AND DUES**

**Sect. 3.01(a)** Full membership shall be open to persons employed by the City of New York's mayoral and non-mayoral agencies who are not eligible for collective bargaining representation under state and local law and to those retired or otherwise separated from such service.

**Sect. 3.01(b)** Non-voting "Associate Membership" shall be open to persons employed by the City of New York's mayoral and non-mayoral agencies who were previously members of the MEA regardless of their current collective bargaining representation status. Duly authorized Associate Member specific services and benefits shall be available upon receipt of completed MEA Associate Membership Application and annual dues payment.

**Sect. 3.02** Full membership shall begin and services of the MEA shall be available immediately upon receipt of a dues check off authorization signed by the applicant. The member is responsible for notifying the MEA regarding discontinuation of dues. Membership shall terminate not later than six weeks after receipt of a signed resignation from the member.

**Sect. 3.03** Full members shall have the option of paying dues as a direct payee. Membership for direct payers shall begin upon the Association's receipt of the dues and MEA Membership Application signed by the applicant. All direct payments are due annually by January 15, or semi-annually on January 15 and July 15. A retiree shall pay annually by January 15. Members making direct payments who are two months in arrears shall no longer be members.

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

**Sect. 3.05** The dues rates of members shall be approved by the membership with 20 days notice upon the recommendation of the Executive Board. Membership meetings at which dues rate changes are considered shall have a quorum of at least 25 members.

#### **ARTICLE IV: ORGANIZATION STRUCTURE**

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

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

#### **ARTICLE V: OFFICERS AND DIRECTORS-AT-LARGE**

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

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

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

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

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

**Sect. 5.03** The Executive Vice President shall act on the President's behalf in the absence or inability to serve of the President in the performance of the President's duties. The Executive Vice President shall see that chapter elections and meetings are held as required, certify that each chapter has sufficient members to be a chapter and have oversight over the chapter election process and membership related efforts.

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

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

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

**Sect. 5.05** The Recording Secretary shall keep a record of the proceedings of all regular and Special Membership meetings of the Association and the Executive Board, including the recording of motions, resolutions and amendments; and record, report and monitor attendance at Executive Board meetings. The Recording Secretary shall have responsibility for implementing the process of amending the Bylaws established in Sect. 12.02(a). The Recording Secretary shall report these activities to the Executive Board.

**Sect. 5.06** There shall be a minimum of two Directors-at-Large and up to four Directors-at-Large by vote of the Executive Board. Directors-at-Large shall be responsible to serve as ombudsmen for MEA members, participate in and/or lead ad hoc committees, advocate on behalf of the membership and communicate with Executive Board representatives to identify issues to be raised at Executive Board meetings. They may assume other duties requested by the Executive Board and/or the President.

**Sect. 5.07** Any Officer or Director-at-Large who fails to attend three consecutive meetings of the Executive Board, or four of any six successive meetings, without a reason satisfactory to majority of the Board, shall be deemed to have resigned from the position and that position shall be declared vacant. Meeting attendance shall be in person or by digital medium option if such option is available.

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

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

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

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

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

#### **ARTICLE VI: THE EXECUTIVE BOARD**

**Sect. 6.01(a)** Officers and Directors-at-Large elected pursuant to Sect. 10.05, Chapter Directors elected pursuant to Sect. 7.05, and past Presidents shall constitute the Executive Board. No person may hold more than one Executive Board position at the same time. Ten members shall constitute a quorum.

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

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

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

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

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

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

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

## **ARTICLE VII: CHAPTERS**

**Sect. 7.01** There shall be one chapter for each municipal department or agency, provided there are at least twenty members and the Executive Board approves the establishment of such a chapter. If a chapter falls below twenty members, there shall be a one-year grace period for the chapter to obtain twenty members. Members not in sufficient number to constitute a separate chapter shall be included in the Municipal Chapter. The purpose of chapters shall be to identify specific issues that are appropriate for resolution at the agency level. Chapters shall attempt to address member concerns and/or bring them to the attention of MEA leadership; provide information about City and MEA benefits; promote MEA-sponsored events by sharing information with members; support fundraising activities for the Career Development Program; recruit new members and advocate for members as appropriate. Retirees shall be members of a chapter consisting solely of retirees. Each member shall be a member of only one chapter.

**Sect. 7.02** The Officers of each chapter shall be a Chapter Director and Assistant Chapter Director and they shall be members of that chapter. The Chapter Director shall have been a member of the MEA for at least three months as of the date of the election. The Chapter Director shall preside over regular and special meetings of the Chapter, shall appoint committees as needed, shall serve as ex-officio member of such committees and shall ensure minutes are taken at chapter meetings. The Assistant Chapter Director shall serve in the absence of the Chapter Director. Chapters may establish additional officers who may attend and represent the chapter at board meetings in the absence of the Chapter Director or Assistant Chapter Director.

**Sect. 7.03** Chapter Directors shall hold meetings of their chapter in the Spring of each year. Special meetings of a chapter may be called by the President, Chapter Director or by written request of five members of that chapter. A quorum shall be five members.



**Sect. 7.04** Terms of chapter officials shall be two years beginning immediately upon election, subject to any Election Code that may be adopted by the Executive Board and to oversight by the Executive Vice President.

**Sect. 7.05** Upon resignation or removal of the Chapter Director, the Assistant Chapter Director shall become Acting Chapter Director, pending election of a new Director by the Chapter's membership. If a Chapter has no duly elected Assistant Director, the President with approval of Executive Board shall appoint another member of the chapter to serve as Acting Chapter Director. Election of new chapter director and/or assistant shall occur at next chapter meeting.

#### **ARTICLE VIII: MEETINGS AND MEMBERSHIP**

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

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

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

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

#### **ARTICLE IX: COMMITTEES**

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

**Sect. 9.02(a)** The Organization Committee shall, effective January 1, 2019, continue to assist chapter officials to plan and implement member recruitment and retention strategies; provide training and guidance to chapter officials and members in organizing and recruitment matters; administer chapter and individual incentive awards programs and the Volunteers Corps, subject to funds being approved by the Executive Board; and administer special projects.

**Sect. 9.02(b)** The Compensation, Benefits and Professional Development Committee shall, effective January 1, 2019, continue to develop and implement compensation, benefits and professional development programs; perform related research to achieve advocacy goals; administer existing dues-funded benefits related to scholarship, professional development and member education programs; administer legal services, pension counseling and voluntary insurance programs; review existing dues-funded benefits for members and, after consultation

with the Treasurer, develop proposals and recommendations to enhance member benefits and special programs.

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

**Sect. 9.02(d)** The Bylaws Committee shall consist of at least seven members provided no more than four are Executive Board members. The President shall propose the Chairperson and members of the Committee at the January Executive Board meeting every three years, beginning in 2011 and approval shall be by affirmative vote of the Board at its next meeting. The Committee shall convene during the April – September calendar period. They shall review submitted proposed revisions and make recommendations to the Executive Board no later than September 30 of that year. The Committee shall also convene a special session based upon a finding of “urgent necessity” pursuant to Article XII, Sect. 12.02(a).

#### **ARTICLE X: ELECTIONS**

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

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

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

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

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

**Sect. 10.06** If a candidate withdraws for personal reasons or disqualification, the candidate's slate may present a replacement nominee to the Election Committee for certification no later than seven days before the ballot is scheduled to be printed.

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

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

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

#### **ARTICLE XI: PARLIAMENTARY AUTHORITY**

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

#### **ARTICLE XII: AMENDMENTS**

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

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

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

### **ARTICLE XIII: EFFECTIVE DATES**

**Sect. 13.01** These amendments shall be effective upon adoption by the membership or an effective date as otherwise specified.

### **ARTICLE XIV: ATTACHMENTS**

**1. *ELECTION CODE* Adopted by the Executive Board, November 15, 2011**

**2. *NEW YORK CITY MANAGERIAL EMPLOYEES ASSOCIATION ETHICS, CONDUCT AND CONFLICT OF INTEREST PROCEDURE* Adopted by the Executive Board, November 15, 2011**

**1. *ELECTION CODE* Adopted by the Executive Board, November 15, 2011**

**A. General Provisions**

1. Adoption/Amendments: The Election Code and Amendments to or modifications of the Election Code shall be adopted by a two-thirds majority vote of the MEA Board of Directors with prior notice.
2. Omissions: All issues not covered by this Election Code or not covered in the MEA Bylaws which are related to the election of officers or chapter positions shall be addressed and resolved by the designated Election Committee. Election Committees can make recommendations for changing this Election Code based upon experience gained during the election process.
3. Election Committee Quorums: A quorum (i.e., majority of members of the Committee) shall be required at all Election Committee meetings, to conduct business. Meetings and votes may be conducted by phone and other electronic means.
4. Observers: Each individual candidate or, in the event candidates for different positions decide to run as a team, each slate of candidates, may have up to two observers to witness the counting of votes. The Election Committee shall have the authority to increase the number of observers, if conditions warrant.
5. Ballot Format: The sequence in which individual candidates and slates appear on the ballot shall be by random selection. Slates of candidates shall be grouped in a single column; individual candidates shall appear in their own column. A statement shall appear on the ballot which explains the way the slate/individual candidate position on the ballot was determined.
6. Candidate Eligibility: The Election Committee is responsible for verifying that candidates are eligible to run for office and must obtain written statements from members of slates that they are running as a slate. Slates shall inform the Election Committee of their nominees at least seven days before the Nominating meeting. This verification

process must be completed no later than the closing of the nominations. If there are other nominations made at the Nominating meeting, the Election Committee has up to seven days to verify their eligibility.

7. Ethics Code - Each candidate must sign an ethics code within three working days of nomination agreeing to follow all Election Code regulations. Failure to sign this agreement prior to the ballot printing will disqualify the candidate. Failure to adhere to the code or rulings of the Election Committee will be grounds for the Election Committee to disqualify the candidate. If the disqualification occurs prior to ballot printing, the name will be removed from the ballot. If it occurs after the ballot printing, the candidate's votes will not be counted.
8. Internet - The use of City agency internet addresses and equipment for electioneering purposes by any candidate or campaign is totally prohibited.
9. Appeals - A candidate/slate may appeal any decision of the Election Committee. The Election Committee must schedule a hearing within five calendar days and render a decision within three calendar days after the hearing.

#### **B. Officer and Director-at-Large Elections**

1. Protocol: Election for MEA Officers and Directors-at-Large shall be conducted by the American Arbitration Association utilizing mail ballots. Any AAA electronic and/or telephone technology may be used to conduct the election. The Election Committee will announce the methodologies at the nominating meeting.
2. Liaisons: Each individual candidate for Officer and Director-at-Large positions or, in the event candidates for different positions decide to run as a team, each slate of candidates shall designate one liaison to serve as spokesperson for and intermediary between the candidate and the Election Committee. Within two weeks of identifying oneself as a candidate or slate of candidates, identification of the liaison shall be made in writing to the Election Committee.
3. Chapter Contacts: Each individual candidate and slate of candidates shall be provided with the names and telephone numbers of all MEA Chapter Officers.
4. Campaign Literature: All MEA campaign literature shall be submitted to the Election Committee for approval at least one week before the established printing date, but no later than August 27th. The committee shall have the authority to edit the material to eliminate documented factual mistakes, salacious or false political charges by all candidates and their supporters. The Election Committee shall inform the candidates/slates of the changes. The MEA mailing shall consist of one color ink and one-color paper, no more than four sides of copy on an 11' x 17' sheet of paper folded in half to create four pages. The MEA shall be obligated to pay for one mailing, including all individual candidates or slates. If additional mailings are desired, individual candidates and slates shall pre-pay the cost of the mailing to the MEA which shall forward the literature to the private mailer for distribution.

### C. Chapter Elections

1. Protocol: Elections for MEA chapter positions shall be conducted by a chapter's Election Committee to be appointed by the Chapter Director. Elections shall be conducted by in-person ballot voting; however, mail ballot voting can be permitted upon approval of the MEA Board of Directors.
2. Mediator: The MEA Executive Vice President shall oversee the election process
  - a. and mediate disputes between individual candidates or slates and the Election
  - b. Committee.
3. Chapter Roster: Each individual candidate and slate shall be provided with a
  - a. roster (names) of members within the Chapter.

### 10. New York City Managerial Employees Association Ethics, Conduct and Conflict of Interest Procedure - Adopted by the Executive Board, November 15, 2011

New York City Managerial Employees Association Ethics Conduct and Conflict of Interest Procedure are being promulgated in accordance with the Bylaws:

#### **The Executive Board shall promulgate an Ethics, Conduct and Conflict of Interest Procedure.**

This procedure is restricted to officers and board members' actions and inactions as MEA officers and board members. All MEA manager-members are already covered by City rules on financial disclosure and conflict of interest.

MEA officers and board members have a fiduciary duty to the organization. They are precluded from (1) any use of MEA monies other than in furtherance of official duties or to attain officially sanctioned MEA objectives; (2) any action as an officer or member at odds with said fiduciary responsibility, such as organizing a withholding of dues; (3) any interest in, by membership or investment, any organization at odds with MEA purposes or objectives.

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

**Any Executive Board member who is found by a two-thirds majority of the Executive Board to be in dereliction of duty because of specific charges filed in writing by at least seven members of the Board shall be removed from office and the position shall be declared vacant. Such charges shall be filed with the President, or if the President is charged, the Directors-at-Large**

**shall cause the item to appear on the Agenda of the next Board meeting. At such a meeting the charged Board member shall be afforded an opportunity to explain the actions in question. A Chapter Director who does not attend three consecutive meetings of the Executive Board or four of any six successive meetings of the Executive Board without a reason satisfactory to majority of the Board shall be deemed to have resigned from the position and the position shall be declared vacant.**

**Upon resignation or removal of the Chapter Director, the Assistant Chapter Director shall become Acting Chapter Director, pending election of a new Director by the Chapter's membership. If the Chapter has no duly elected Assistant Director, the President with approval of the Executive Board shall appoint another member of the chapter to serve as Acting Chapter Director. Election of the new Chapter Director shall occur at the second Chapter meeting following the effective date of the Chapter Director's vacancy or at the next biennial Chapter election, whichever occurs first.**

The procedure delineated below is limited to those actions and inactions that do not rise to the level of dereliction of duty. Those more serious charges are covered by the existing Bylaws.

Any member of the organization is permitted to file a complaint alleging the violation of MEA ethics rules with the Executive Board, and said complaint shall be heard by a committee comprised of one current board member, one former board member, and one member of the rank and file to be appointed by the President at the start of the President's term. No member of the committee may be a sitting or immediate past President.

The committee shall investigate the allegations contained in the complaint. In the event said committee should determine that there is merit to the complaint, the person or persons charged shall have the right to appear before the committee to discuss the charges. The committee shall also consider any other relevant testimony or documentary evidence.

The committee's findings on any such complaint shall be presented to the Executive Board. The Executive Board shall convene a special meeting to evaluate the findings. A sanction for any violation must be approved by a two-thirds majority of the voting members of the Executive Board.