

**Bylaws**  
of  
**Baltimore County Public Schools Organization of Professional Employees, Inc.**  
**Baltimore County, Maryland**  
**July 2013**

**Article I – NAME**

The name of this organization shall be the Baltimore County Public Schools Organization of Professional Employees, Inc., hereinafter called OPE.

**Section 1. Definitions**

- A. Eligible employees – employees in positions assigned to OPE
- B. Member – current dues paying eligible employees
- C. Term - Executive Board Term is (2) years

**Article II – PURPOSE**

The purposes of OPE are to:

- serve as the collective bargaining representative of its eligible employees for purposes of improving their terms and conditions of employment in consonance with the principles of the laws of the State of Maryland;
- assist eligible employees in becoming more effective in their various roles as administrative , supervisory , and professional employees.
- provide a single, coordinated voice for members in working with the Board of Education and the Superintendent of Schools to promote and preserve sound administrative practices in the Baltimore County Public Schools (BCPS) ; initiate and encourage cooperative efforts with professional organizations and other groups having mutual interests in order to promote and give leadership in matters of mutual concern;
- advance the professional status of its eligible employees; and serve as liaison to the Superintendent on behalf of non-certificated professional associations to which eligible employees may belong
- improve the system processes and programs for students.

**Section 1. Restrictions.**

All policies and activities of OPE shall be in compliance with applicable federal, state and local statutes, ordinances, and regulations; and all requirements applicable to the maintenance of its tax exempt status.

**Section 2. Indemnification.**

OPE may, by resolution of its Executive Board, indemnify and hold harmless any and all of the members or former members of its Executive Board, former officers, employees, attorneys and agents, or their heirs, executors and administrators, against expenses and liabilities (including but not limited to attorney's

fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by them in connection with the defense or settlement of any actual or threatened action, suit or proceeding in which they, or any of them, are made or threatened to be made parties or a party by reason of having been members of the Executive Board, officers, employees, attorneys or agents of OPE, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for willful misconduct or negligence in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for willful misconduct or negligence. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person engaged in willful misconduct or negligence.

The provisions of this Section are severable, and, therefore, if any of its provisions shall contravene or be invalidated under the laws of a particular state, county or other jurisdiction, such contravention or invalidity shall not invalidate the entire Section, but the Section shall be construed as if not containing the particular provision or provisions held to be invalid in the particular state, county, or jurisdiction, and the remaining provisions shall be construed and enforced accordingly.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member of the Executive Board, officer, employee, attorney, agent or other person may be entitled.

The Executive Board may from time to time purchase insurance to assist the corporation in carrying out its obligations under the provisions of this Section.

## **Article III – MEMBERSHIP**

### **Section 1. Membership**

Membership in OPE shall be open to all employees on the Administrative, Executive, and Professional employee pay scales employed by the Baltimore County Public Schools, and to such additional titles as would ordinarily be included in an administrative, supervisory, and professional unit in that they have the responsibility to plan, organize, direct, coordinate or control the work of other employees, in accordance with the laws of the State of Maryland for collective bargaining.

- A.** As of 2013 - 2014, membership in OPE may be offered to retirees previously belonging to OPE or active members immediately prior to their retirement. Such members shall be eligible for benefit information and association with OPE as determined by the Executive Board, however, shall not be entitled to vote on any matters relating to collective bargaining, bylaws or internal governance matters.
- B.** A representative of retired members may be appointed by the Executive Board as a non-voting consultant to the Board.

### **Section 2. Restrictions**

Although OPE shall represent all eligible employees in negotiations, it shall recognize only members as participants in the conduct of OPE business and as eligible to receive designated benefits. Only members shall be eligible to vote or to serve on the Executive Board.

### **Section 3. Resignation**

Any member may resign by filing a written resignation with the principal office of OPE. Resignation does not, however, relieve a member from liability for dues assessed for the fiscal year in which the resignation occurs or entitle a member to a refund of dues or assessments previously paid. For those members who have dues “payroll deducted,” resignation requests must be made during the time period noted in the *Master Agreement between the Board of Education of Baltimore County and OPE*.

#### **Article IV – DUES AND FISCAL YEAR**

##### **Section 1. Dues**

The annual dues of this organization shall be set yearly by the Executive Board and shall be structured so that membership shall commence on the date of payment and continue for the duration of the fiscal year. Persons becoming eligible during the year may have their dues pro-rated subject to the discretion of the Executive Board.

##### **Section 2. Fiscal Year**

OPE shall operate on a fiscal year basis, July 1 through June 30 of the succeeding year.

#### **Article V – EXECUTIVE BOARD OFFICERS**

**Section 1.** The officers of OPE shall be President, Vice President, Secretary, Treasurer

**Section 2.** The officers shall not be employees of OPE and will serve without salary, though expense reimbursement may be provided.

**Section 3.** The officers shall perform such duties as would ordinarily be assigned to their office and such duties as are assigned by the Executive Board.

- A.** The President shall preside over meetings of the Executive Board and shall be responsible for preparing the agenda for all Executive Board and general membership meetings. The President shall appoint all committee chairpersons and committee members with the consent of the Executive Board. The President shall be an ex-officio member of all committees and shall be a delegate leader at all conventions or assemblies to which the association may send delegates. The President shall chair the negotiating team. Should the President be precluded from participating as part of the negotiating team due to their position within BCPS, the Executive Board shall appoint the negotiating team chair. No member other than the President or a person authorized by a vote of the Executive Board may speak for or represent the official position of OPE.
- B.** The Vice President shall assist the President in carrying out the work of OPE shall perform the duties of the President when the President is absent, and, in cooperation with legal counsel, shall assist members in resolving individual concerns regarding negotiable issues and the application of personnel policies by the Baltimore County Public School System.
- C.** The Secretary shall assist the President in carrying out the work of OPE, shall chair the Nominations and Elections Committee.
- D.** The Secretary shall keep the minutes of all meetings of OPE and keep on file a list of the Executive Board members and the general membership and all committees in which

designees represent OPE. The Secretary shall regularly report to the members of OPE. The Secretary shall be responsible for distributing notification and agendas of membership meetings to OPE members and shall serve as a member of the Membership Committee.

- E. The Treasurer shall keep a current file of the names and work locations of the active and eligible members, shall maintain the financial records of OPE, and shall submit a monthly financial report to the Executive Board. The Treasurer is responsible for receiving and disbursing funds and shall serve as a member of the Finance Committee.

#### **Section 4.**

- A. Election and Term. Officers shall be elected at large by written ballot. The slate of officers shall be selected by the Nominating Committee and approved by the Executive Board. Additional nominations may be made at the spring general membership meeting with the consent of the person being nominated. The election shall be determined by the simple majority of written ballots returned by the designated date. Any nomination that is unopposed shall automatically assume the office. Officers shall assume office on July 1.
- B. If elected officers change professional positions after the election is completed, yet remain members, they may continue to serve as officers for the remainder of their elected terms.

**Section 5.** Removal. Any officer may be removed by a three-fourths (3/4) vote of the Executive Board whenever in its judgment the best interests of OPE will be served thereby.

**Section 6.** Vacancies. Should a vacancy occur after the annual election, except in the office of President, the President shall, with the consent of the Executive Board, appoint a replacement. Should the office of the President become vacant for any reason, the Vice President will assume all duties of the President without jeopardizing the right of succession to the office of President.

#### **Article VI - Executive Board**

The Executive Board shall be composed of the four (4) elected officers and at least three (3) elected representatives. Officers and elected representatives may be mutually inclusive.

**Section 1.** Election and Term. Representatives shall be elected at large by written ballot. The slate of candidates shall be selected by a Nominating Committee and approved by the Executive Board. Additional nominations may be made at the spring general membership meeting with the consent of the person being nominated. A simple majority of ballots returned before a previously selected date will decide the election. Any nomination that is unopposed shall automatically assume the office. Representatives shall assume office on July 1.

The Executive Board shall serve a two (2) year term and may succeed themselves for two (2) additional elected terms.

If representatives change professional positions after the election is completed, yet remain members, they may continue their service on the Executive Board for the remainder of their elected terms.

**Section 2.** Vacancies. Should a vacancy occur after the annual election, the President shall, with the consent of the Executive Board, appoint a replacement.

**Section 3.** Authority. The Executive Board shall have authority and responsibility for the supervision, control and direction of the affairs of OPE and shall determine its policies within the limits of the Articles of Incorporation, these bylaws and applicable law. The Executive Board shall actively pursue the purposes of OPE and shall have discretion in the disbursement of its funds. The Executive Board may adopt such rules and regulations for the conduct of its business as it shall determine and may, in the execution of the powers granted, appoint such agents and delegate such authority as it may consider necessary and advisable to fulfill the purposes of OPE. The Executive Board shall have the authority to cooperate or affiliate with other professional associations or groups, to establish such committees as may be necessary to accomplish the purposes of OPE, to interpret the meaning or intent of any provision of the bylaws, to approve the budget and to do all and anything permitted by law, by the Articles of Incorporation and by these bylaws including the hiring of professionals and an Executive Director. Members of the Executive Board shall represent the will of the membership in all matters.

**Section 4.** Meetings. The Executive Board shall meet as often as the President deems necessary but no less than four (4) times a year. All eligible employees may attend meetings.

**Section 5.** Removal.

- A. Removal by Members. A representative to the Executive Board may be removed with or without cause by a two thirds (2/3) vote of the members present and voting at a duly called meeting at which a quorum is present, provided that notice shall have been given to the members in advance regarding the inclusion of this item of business on the agenda of the meeting.
- B. Removal by Executive Board. A representative to the Executive Board may be removed for cause by the affirmative vote of three-fourths (3/4) of the entire Executive Board. A representative removed by the Executive Board may be reinstated by the members, in which case such representative may not again be removed by the Board.
- C. Notice. No representative to the Executive Board shall be removed by the members or by the Board unless the representative to be removed shall have been given at least thirty (30) days prior written notice of the date of the meeting at which such removal shall be considered, and the representative shall have the opportunity to appear before the Membership or the Board, in person or by teleconference, to contest the removal.
- D. Absence from Meetings. Any representative to the Executive Board unable to attend a meeting shall notify the President of OPE the reasons for his/her absence. If a representative is absent from two (2) consecutive meetings in person for reasons which the Board has failed to declare to be sufficient, his or her resignation shall be deemed to have been tendered and may be accepted by the Executive Board.

**Section 6.** Action by Unanimous Written Consent.

Unless specifically prohibited by the Articles of Incorporation or by these bylaws, any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all representatives to the Executive Board entitled to vote with respect to the subject thereof. Any such action taken by unanimous written consent shall have the same effect as a unanimous vote and may be stated as such.

**Section 7.**     Teleconferencing.

Meetings of the Executive Board may be conducted, and votes may be taken, with any or all representatives participating by means of a telephone conference call, provided that each representative is given notice of the scheduled date and time of such conference call at least three (3) days prior thereto.

**Section 8.**     Waiver of Notice.

The actions taken at any meeting of the Executive Board, however called and noticed or wherever held, shall be as valid as though they had been taken at a meeting duly held after call and notice as provided herein, if a quorum is present and if either before or after the meeting, each of the members of the Executive Board not present shall sign a written waiver of notice, or a consent to holding such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

## **VII – MEETINGS**

**Section 1.**     General membership meetings shall be held not less than two (2) times each year. The Executive Board shall determine the time and place of all meetings.

**Section 2.**     Eligible employees shall be notified of general membership meetings and Executive Board meetings at least ten (10) business days prior to a meeting.

**Section 3.**     General membership meetings shall be open to all eligible employees.

**Section 4.**     Members present at a duly called general membership meeting shall constitute a quorum.

**Section 5.**     Mail Ballots. Issues to be brought to the members may be acted upon by mail ballot. Action on any mail ballot, except as specified herein, will require that a two thirds (2/3) majority of the ballots received within thirty-five (35) calendar days after the date of mailing be marked to indicate approval of the proposed action.

## **Article VIII – COMMITTEES**

The Executive Board may create such committees as deemed necessary for the conduct of the business of OPE. The Executive Board may, in its sole discretion and consistent with these bylaws, designate responsibility and authority to the committees.

**Section 1.** Standing committees and their duties shall be:

**A.**     Membership

The Membership Committee shall develop and promote membership in OPE, assist with certification and maintenance of membership records and assume such other duties as shall be assigned by the Executive Board.

**B. Finance**

The Finance Committee shall develop an annual budget, oversee investments and assume such other duties as shall be assigned by the Executive Board.

**C. Negotiations**

The Negotiations Team shall develop concepts for contract negotiation with the Board of Education, participate in contract negotiations, and assume such other duties as shall be assigned by the Executive Board.

**D. Sick Leave Bank**

The Sick Leave Bank Committee shall oversee the operation of the Sick Leave Bank for eligible employees of the unit and shall determine eligibility and grant sick leave from the bank for eligible employees meeting eligibility criteria.

**E. Nominations and Elections**

The Nominations and Elections Committee shall conduct the election of representatives to the Executive Board. The Nominations and Elections Committee shall consist of four (4) members. It shall be the duty of the Nominations and Elections Committee to propose a slate of candidates to be nominated at the spring general membership meeting. A minimum of two (2) candidates for each office to be filled will be sought.

**Article IX – PARLIMENTARY AUTHORITY**

The Executive Board may establish rules and policies that are consistent with the Articles of Incorporation, with these Bylaws and with applicable law. In the absence thereof, and in a manner not inconsistent therewith, the Executive Board shall function in accordance with such parliamentary rules of procedure as it may choose to adopt.

**Article X – AMENDMENTS**

**Section 1. Proposals**

Amendments to these bylaws may be proposed in writing by any member.

**Section 2. Ratification**

These bylaws may be amended, repealed, restated, or altered, in whole or in part, by a majority vote of the members at any meeting provided that notice of the proposed amendment shall have been distributed to the members not less than ten (10) business days in advance of the meeting.

**Article XI – DISSOLUTION**

The corporation may be dissolved upon a three fifths (3/5) vote of the Executive Board then in office at a meeting duly called for that purpose or by a vote of the active members as provided by statute. Upon the dissolution of OPE, all of its assets, after all expenses and debts have been paid, shall be distributed to an organization, exempt under Section 501(a) of the Internal Revenue Code of 1986, as amended, which, in the sole discretion of the Executive Board, has as all or part of its purposes or is actively engaged in activities similar to those of OPE. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction in Baltimore County to such organization or organizations as said court shall determine which are exempt from federal income taxes under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as amended.