

Bylaws
of
Baltimore County Public Schools Organization of Professional Employees, Inc.
Baltimore County, Maryland
July 2024

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 (3) years for elected positions

Article II – PURPOSE

The purposes of OPE are to:

- Engage in collective bargaining for the unit as the exclusive bargaining representative and to provide direction and monitoring of contract administration matters. Assist dues paying members in becoming more effective in their various roles as administrative, supervisory, and professional employees.
- Assist dues paying 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.
- To address the BOE as a stakeholder; 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, 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, 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 will purchase insurance to assist the corporation in carrying out its obligations under the provisions of this Section. The Executive Board will maintain Director and Officer Liability insurance.

Article III – MEMBERSHIP

Section 1. Membership

For purposes of collective bargaining and contract administration membership in OPE shall be open to all. Membership in OPE shall be open to all employees on the Salary Scale for Exempt Employees Represented by BCPSOPE and employed by the Baltimore County Public Schools, and to such additional titles as would ordinarily be included in a 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.
- C. Dues paying members shall receive additional benefits as the Board determines.

Section 2. Restrictions

Although OPE shall represent all eligible employees in negotiations, it shall recognize only dues paying members as participants in the conduct of business. This includes voting, holding office and as eligible to receive designated benefits. Only members shall be eligible to vote for or to serve on the Executive Board or as an Elected Representative.

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

- A. OPE shall operate on a fiscal year basis, July 1 through June 30 of the succeeding year.
- B. IRS tax filing is done by calendar year January 1 through December 31.

Section 3. Payments

- A. Checks are to have approval and signature by President or Vice President and Treasurer.
- B. Expenditures estimated to be above a one-time expense of Two Thousand Dollars (\$2,000) or more, will ~~annually~~ require evaluation by the Executive Board.
- C. Taxes are required to be paid if the annual incoming dues exceed \$50,000.

Article V – EXECUTIVE BOARD OFFICERS/ELECTED REPRESENTATIVES AND MEMBERS AT LARGE

Section 1. The Executive Board Officers of OPE shall be President, Vice President, Secretary, and 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 assigned by the Executive Board. The Board President and Vice President candidates shall have been a Member at Large in good standing for at least one year. OPE Board positions are approved to carry out the duties associated with their positions as outlined in the OPE Bylaws and related job description.

- 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. The Secretary shall keep the attendance and minutes of all the meetings of OPE and keep on file a list of the Executive Board members and the general membership and all committees for 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.
- D. 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. . The Treasurer under the guidance of the President/Vice President, shall carry out the duties of Accounting, State Certification status, make payments as applicable, keeping schedules of payments such as insurance, recurring fees for technology, etc.
- E. The Elected Representative shall serve as chair or co-chair on a minimum of one (1) committee, attend Executive Board Meetings, and be involved in voting on Board-related matters. Elected representatives must have been a Member at Large for a minimum of one (1) year and must have attended a minimum of four (4) Executive Board Meetings.
- F. Member at Large shall be an OPE paying member who regularly attends Executive Board meetings and is involved in one or more committee(s).

Section 4. Election and Term.

- A. Officers shall be elected at large by written/electronic ballot. The slate of officers shall be selected by the Nominating Committee and approved by the Executive Board. The election shall be determined by the simple majority of written/electronic 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.

Executive Board Officers and Elected Representatives shall be elected by written/electronic ballot. The slate of candidates shall be selected by a Nominating Committee and approved by the Executive Board. 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. Officers and Representatives shall assume office on July 1.

The Executive Board and elected representatives shall serve a three (3) year term and may succeed themselves for one (1) additional elected term. (This is potentially 6 years maximum in a specific position) The position will be put up for vote by the Nominating Committee. If there are no interested candidates, the incumbent can continue for another three (3) year term.

If officers or representatives change professional positions after the election is completed, yet remain members, they may continue their service 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 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 eight (8) times a year and shall be governed by Roberts Rules of Order. 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 a 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 Executive 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. Elected officers and representatives should attend a minimum of 70% of monthly Executive Board meetings.

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. Virtual meetings

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.

Article 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. prior to a meeting. The calendar of OPE meetings shall be on OPE website.

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.

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. Marketing/Onboarding/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. This includes but is not limited to the annual membership luncheons; setting up locations, soliciting vendors for food, decorating, set/up and clean up, etc.
- 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. The Finance committee will audit the accounting, state certification status, banking account statements, insurance, recurring fees for technology, and other added duties as needed.
- 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. Nominating and Elections: The Nominating and Elections Committee shall conduct the election of representatives to the Executive Board. The Nominating and Elections Committee shall consist of four (4) members. It shall be the duty of the Nominating and Elections Committee to propose a slate of candidates to be nominated at the Executive Board meeting. A minimum of two (2) candidates for each office to be filled will be sought. The Nominating and Elections committee will advertise elected Executive Board Officer and Representative positions at the required interval.
- F. Training and Professional Development. The Training and Professional Development committee shall research, organize, and set up training, workshops, webinars, publications and career center resources for various professional development topics. Collaborating closely with BCPS Professional Development leadership to develop tailored training for OPE members and eligible members.

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 two thirds (2/3) 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.