

BYLAWS OF THE NORTH DAKOTA COUNCIL OF STATE EMPLOYEES (COSE)

(As amended January 2014)

ARTICLE I NAME AND DURATION

- A. The NAME of this organization is: The North Dakota Council of State Employees hereafter referred to as the "Council".
- B. The period of Duration of the Council will be perpetual unless terminated by the Governor or Directors under the provisions hereinafter set out in Article IX.

ARTICLE II MISSION AND PURPOSE

- A. The MISSION of the Council is to enhance the morale and public image of state employees through the recognition of their personal, civic, and work contributions.
- B. The PURPOSE of the Council is to:
 - 1. Sponsor events and activities that reflect the importance of state employees to their communities.
 - 2. Publicize the contributions of state employees to government productivity and the quality of life in North Dakota.
 - 3. Sponsor and/or endorse volunteer services that benefit the state and communities.
 - 4. Cooperate with and supplement the activities of state agencies and organizations of state employees in the pursuit of these purposes. And,
 - 5. Develop increased understanding and appreciation of state agencies and programs.

ARTICLE III MEMBERSHIP

The Council will represent all state employees through the equitable assignment of state agencies, boards, and commissions to a Group.

ARTICLE IV BOARD OF DIRECTS

- A. The Board of Directors, also referred to as the "Board", will consist of up to 15 duly elected voting members. Directors will be elected/appointed to serve a three-year term. Directors may serve for as many terms as they may be elected.

- B. The Board of Directors may appoint standing or temporary committees and invest the committees with such powers as the Board sees fit.
- C. The members of the Board will be reimbursed by the employing unit for expenses incurred in connection with Council business.
- D. Any Director may be removed from office for any cause deemed sufficient by the Board by a two-thirds vote of the full Board.
- E. At its first meeting in January of every other calendar year, the Board of Directors will elect from among its members a Chair, a Vice-Chair, a Secretary, and a Treasurer and such other officers as it may deem necessary. Duties will be prescribed by the Council and will include:
 - 1. The Chair of the Board will preside at all meetings of the Board.
 - 2. The Vice-Chair will succeed to the Office of Chair in the event of a vacancy and will perform all duties of the Chair.
 - 3. The Secretary will keep the official records of the Council and will perform any other duties delegated by the Board.
 - 4. The Treasurer will maintain financial records for the Board.
- F. Officers will serve a two-year term.
- G. A vacancy among the officers of the Board will be filled by a two-thirds vote of the Board for the unexpired portion of the term.

ARTICLE V

GROUPS

- A. All state agencies will be assigned to a group. Each group will have at least one representative on the Board of Directors.
- B. Each group may elect a Chair and Vice-Chair. The Chair will be the group's representative on the Board of Directors. The Vice-Chair will attend board meetings when the Chair is unable to attend and will succeed to the Board in the event of a vacancy to the Chair.
- C. Each group may elect other officers as deemed necessary.
- D. In the event of a vacancy to the Chair of any group, groups will select a representative from their group within 60 days following the vacancy. In the event that this does not occur, the Executive Committee of the Board of Directors (consisting of the immediate Past Chair, Chair, Vice-Chair, Secretary, and Treasurer) will be authorized to appoint someone to fill the remainder of the current term of office as Chair of the group and as representative to the Board of Directors. The requirement of Article IV(G) will be acted upon at the next regularly scheduled Board meeting.
- E. Agencies will elect/appoint their representatives to the group.
- F. Representatives of the group will be reimbursed by the employing unit for all expenses incurred in connection with Council business.

ARTICLE VI
ADMINISTRATION

- A. Members will be reimbursed by the employing unit for expenses incurred in connection with Council business.
- B. The books of account will be kept by the Treasurer or designee. Annual financial review will be conducted based on availability of free services.
- C. All drafts, checks or other orders from the payment of money and other indebtedness issued in the name of the Council will be signed as may be determined by the Board of Directors.
- D. The Board of Directors may authorize any officer to conduct business on behalf of the Council.
- E. The Board may adopt rules governing administration of the Board as long as they are not inconsistent with the Bylaws of the Council.
- F. The Board of Directors can change the make-up of the groups and number of positions assigned to an agency if there is a dramatic change in the number of employees in an agency.
- G. The Council will operate on a calendar year basis.

ARTICLE VII
VOTING

A majority of those present and voting will determine any course of action. There will be no proxy voting, but voting through telephonic conferences, signed ballots, electronic mail, and signed FAX copies is acceptable.

ARTICLE VIII
MEETINGS

- A. A meeting of the Board of Directors will be held at least four times annually. Attendance is expected.
- B. The time and place of the meetings will be determined by the Board and will be communicated to the members at least fifteen days before the meetings.
- C. Special meetings may be called by the Chair or a majority of the members of the Board of Directors, who will communicate at least five business days prior notice of any special meeting, stating the purpose of the meeting.

ARTICLE IX
DISSOLUTION OF THE COUNCIL

Dissolution will occur only if the Governor in office dissolves the Executive Order authorizing the establishment of the Council or after a meeting of the Board of Directors at which a resolution to dissolve is adopted by a two-thirds vote of the Directors in office. Thereafter, all liabilities and obligations of the Council will be paid, satisfied, and discharged, or adequate provisions will be made. Any assets remaining thereafter will be disposed of according to a plan of distribution to be adopted at said meeting of the Board of Directors upon a two-thirds majority vote of the Directors in office, but subject to the following conditions and limitations:

- A. Assets held by the Council upon condition requiring return, transfer, or conveyance which condition occurs by reason of the dissolution, will be returned, transferred, or conveyed in accordance with such requirements.
- B. All other assets of the Council will be disposed of exclusively for the purposes for which the Council was formed, namely for the use and benefit of state employees.

ARTICLE X
BYLAWS

The initial bylaws and the power to amend, alter, or repeal the bylaws or adopt new bylaws will be adopted by an affirmative two-thirds vote of the Directors in office.

IN WITNESS WHEREOF, we the undersigned, constituting the required board majority, do hereby approve, adopt, and accept the above BYLAWS for the North Dakota Council of State Employees,

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Dated on this the _____ day of _____, 2014.