

NORTH DAKOTA EMPLOYEE COUNCIL  
BYLAWS

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ARTICLE I.

NAME AND PURPOSES

A. The NAME of the Council is: The North Dakota Council of State Employees, hereinafter referred to as the "Council".

B. The period of DURATION of the Council shall be perpetual unless sooner terminated by the directors under the provisions hereinafter set out in Article X.

C. The MISSION of the Council is to better the morale, productivity and image of state employees through the recognition of public employee's personal, civic, and work contributions and to develop an appreciation of state agencies and programs.

D. The purpose of the Council is to:

1. Recognize the contributions of state employees.
2. Sponsor events and activities that reflect the importance of state employees to their communities.
3. Publicize the contributions of state employees to government productivity and the quality of life in North Dakota.
4. Sponsor and/or endorse volunteer services that benefit the state and communities.
5. Cooperate with and supplement the activities of state agencies and organizations of state employees in the pursuit of these purposes.
6. Develop increased understanding and appreciation of state agencies and programs.

ARTICLE II.

MEMBERSHIP

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

ARTICLE III.

BOARD OF DIRECTORS

- A. A Board of Directors with 15 positions will be selected from state agencies to represent a specific agency or a predetermined division.
- 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 shall be reimbursed for expenses incurred in connection with Council business by the employing unit.
- D. The Board shall be duly elected by representatives of the division and agencies listed in Article IV. Elections will be held in December and members shall be elected to serve a three year term. Directors may serve for as many terms as they may be elected.
- E. Any Director may at any time be removed from office for any cause deemed sufficient by the Board, by a two-thirds vote of the full board.
- F. At its first meeting in January of each calendar year, the Board of Directors shall elect from among its members a chair, a vice-chair, a secretary-treasurer and such other officers as it may deem necessary. Duties shall be prescribed by the Council and will include:
1. The Chairperson of the Board shall preside at all meetings of the Board.
  2. The Vice-Chair shall succeed to the Office of Chairperson in the event of a vacancy and shall perform all duties of the Chair.
  3. The Secretary-Treasurer shall keep the official records of the corporation and shall perform any other duties delegated by the Board.
- G. Officers shall serve a one year term.
- H. A vacancy on the Board or among the officers may be filled by a two-thirds vote of the Board for the unexpired portion of the term. The replacement must be a representative of the division in which the vacancy occurred.
- I. Representatives of the division will be reimbursed by the employing unit for all expenses incurred in connection with Council business.

ARTICLE IV.

DIVISIONS

A. The following agencies will have one or more positions on the Board of Directors representing their employees:

1. Human Services - three positions
2. University of North Dakota - two positions
3. North Dakota State University - two positions
4. Department of Transportation - two positions

B. The balance of state agencies will be assigned to a division. Each agency will have one representative on the division.

C. The division will elect a chair and vice-chair to a 3 year term. The chair will be the division's representative on the Board of Directors. The Vice-Chair will attend board meetings when the chairperson is unable to attend and will succeed to the Board in the event of a vacancy to the chair.

D. Divisions may elect other officers as it may deem necessary.

E. In the event of a vacancy, divisions will select a representative from their group within 60 days following the vacancy.

F. Agency employees shall elect its representative's to the Board.

G. The board of directors can change the make up of the divisions and the number of positions assigned to an agency/division and/or if there is a significant change in the number of employees in an agency/division.

ARTICLE V.

ADMINISTRATION

A. The Council shall create and dissolve such committees as it deems necessary for the execution of its purposes.

B. Members shall be reimbursed for expenses incurred in connection with Council business by the employing unit.

C. The books of account shall be kept by the Secretary-Treasurer or designee and shall be audited by the State Auditor's Office.

D. All drafts, checks or other orders from the payment of money and other indebtedness issued in the name of the Council, shall be signed by such officer or officers, agent or agents of the Council as may be determined by the Board of Directors.

E. The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council.

F. The Board will provide each division with copies of all board minutes within 30 days of the Council's meeting.

G. The Board will provide the membership with an annual report within 60 days of the end of the fiscal year.

H. The Board may adopt rules governing administration of the board as long as they are not inconsistent with the Bylaws of the Council.

#### ARTICLE VI.

##### POWERS

The Council shall have the authority to:

- A. Propose and implement programs to achieve the purposes stated in Article I.
- B. Solicit and expend funds to finance its activities.
- C. Appoint committees as it deems necessary.
- D. Dissolve the Council, as outlined in Article XI, Dissolution of the Council.

#### ARTICLE VII.

##### VOTING

A majority of those elected to serve on the Board of Directors shall constitute a quorum. A majority of those present and voting shall be required to determine any course of action. There shall be no proxy voting, but voice voting through telephonic conferences, signed ballot, and signed FAX copies are acceptable methods of voting.

ARTICLE VIII.

AMENDMENTS

The Bylaws of the Council may be amended by a two-thirds vote of the full board.

ARTICLE IX.

MEETINGS

- A. A meeting of the Board of Directors shall be held four times annually.
- B. The Council will operate on a calendar year basis and the first annual meeting will take place in January.
- C. The time and place of the meetings shall be designated by the Chairperson and shall be communicated to the members at least fifteen days before the meetings.
- D. Special meetings may be called by the Chairperson or a majority of the members of the Board of Directors, who shall give at least ten days written notice of any special meeting, stating the purpose of the meeting.

ARTICLE X.

DISSOLUTION OF THE COUNCIL

Dissolution shall occur only after a meeting of the Board of Directors at which a resolution to dissolve is adopted by a two-thirds majority vote of the directors in office. Thereafter, all liabilities and obligations of the Council shall be paid, satisfied, and discharged, or adequate provisions shall be made. Any assets remaining thereafter shall 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, shall be returned, transferred, or conveyed in accordance with such requirements.
- B. All other assets of the Council shall be disposed of exclusively for the purposes for which the Council was formed, namely for the use and benefit of state employees.

ARTICLE XI.

INDEMNIFICATION

State held harmless?

Legal actions?

Insurance/Bonding?

The initial number of directors, which shall constitute the initial Board of Directors, shall be fifteen (15) and the names and addresses of the persons who are to serve as the initial directors, are as follows:

\_\_\_\_\_  
(Stagger the terms of the initial members?)

ARTICLE XII.

The initial bylaws shall be adopted by an affirmative two-thirds majority vote of the directors in office. Thereafter, the power to amend, alter, or repeal the bylaws or adopt new bylaws shall remain as provided for in Article VIII of the bylaws, "Amendments".

**IN WITNESS WHEREOF, we the undersigned, consulting 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 \_\_\_\_\_, 1991.