

B-11  
Operating Rules  
For Meetings of the MEA Board of Directors

*(Adopted by the MEA Board on February 15, 1975)*  
(Updated January 24, 2003; February 10, 2010; July 2012; October 2015; March 2016;  
July 2018; January 11, 2020)

I. Composition and seating of the Board

- A. The Board of Directors shall consist of the president, the vice president, the secretary-treasurer and at least one (1) member elected by each region. A region shall be entitled to elect one (1) additional Board member when the active and life membership within the region reaches three thousand one (3,001) and one (1) additional Board member for each two thousand (2,000) active and life members over three thousand one (3,001).
- B. The Board of Directors shall include at-large representatives of 3-1(g) persons (as defined in Article IX, Section 2(a), of the Constitution), Education Support Professionals (as defined in Article IX, Section 2(c) of the Constitution) and Higher Education Representatives (as defined in Article IX, Section 2(d) of the Constitution).
- C. Michigan members who are officers of the National Education Association as defined in Article VI, Section 1, NEA Constitution, members of the NEA Board of Directors, and other liaison persons designated by the Board shall be seated as ex officio members of the Board with all privileges of other Board members except for voting. The senior NEA State Director shall be a full voting director of the MEA Board of Directors. Liaisons to the Board shall be active MEA or MEA-Retired members in good standing.
- D. The Board reserves the right to seat its duly elected members.
- E. Challenges to Board elections shall follow this procedure:
  - 1. A standardized form is included with the Region Council Constitution. This challenge may be to the MEA Region Council Constitution, to the region's bylaws, or to the procedures used in the election.
  - 2. The challenge will be made first to the region president, with notification to all candidates and to the MEA Executive Office.
  - 3. If resolution is not accomplished at the region level, the challenge shall be carried to the MEA Board of Reference through the MEA Executive Office.

## II. Attendance

- A. Any member of the Board of Directors who is absent from three (3) consecutive meetings of the Board or fails to attend 60 percent of the meetings per year shall no longer be considered a member of the Board of Directors and the position shall be declared vacant. Members shall be allowed to electronically attend one meeting per membership year, except the summer meeting. Exceptions may be made by a majority vote of the Board of Directors when circumstances exist that are beyond the control of the individual Board member.

The MEA president shall notify the region president and region Board members when any Board member is in danger of losing his/her seat due to absenteeism. (*Article IX, Section 2g, MEA Constitution*)

- B. If a member is not in attendance at a Board meeting and has not notified the Executive Office that he/she will not be attending, and if the MEA is billed for a room for that Board member, this billing will then become a personal expense for such Board member.

## III. Number of meetings

- A. Regular meetings of the Board of Directors shall be held at least five (5) times each year; dates are to be determined by the Board of Directors.
- B. Special meetings of the Board of Directors may be called by the Executive Committee at its own discretion and shall be called upon the written request of five (5) members of the Board representing at least three (3) regions. Special meetings will deal only with the announced items. Such emergency items shall not be any item that can properly be dealt with at a regularly scheduled Board meeting.

## IV. Meeting timetable

- A. The president and the executive director shall review the agenda for each Board meeting and determine the basis of the issues to be considered at the appropriate time, to be no later than 2 p.m., for convening the Board meeting, except meetings that precede representative assemblies.

## V. Quorum

Two-thirds (2/3) of the members of the body shall constitute a quorum for the transaction of business in all cases.

## VI. Rules of order

*Robert's Rules of Order*, latest edition, shall be the authority in transaction of business unless such provisions conflict with the Constitution or Bylaws of the Association. (*MEA Bylaws, Article XXI-C*)

## VII. Agenda

A. As a general rule, the following shall be the order of business for the Board of Directors:

1. Seating of new Board members;
2. Approval of minutes;
3. Reports (specific);
4. Financial report;
5. Reports (special);
6. Status of referrals;
7. Review of Executive Committee actions;
8. Unfinished business;
9. New business;
10. Adjournment.

B. The agenda, accompanied by adequate explanatory materials with recommendations from the president and the executive director for each meeting of the Board of Directors, shall be prepared by the president in consultation with the executive director and emailed to members of the Board not later than seven (7) days prior to each meeting of the Board.

Reports and informational items shall be emailed to the Board under separate cover in time for review prior to the Board meeting. These items shall not appear on the agenda, but Board members should get their questions answered by direct communication with the department director.

C. In order to appear on the printed agenda, new business items shall be supplied by the president and the executive director or submitted by the members of the Board prior to the regular Executive Committee meeting preceding the Board meeting at which they will be considered.

D. New business items shall be added to the agenda at the time of adoption by a majority vote of the Board.

New business items that do not appear on the adopted agenda may be placed on the agenda either by unanimous consent of the Board or by the president when the president deems the nature of the business is extremely urgent.

E. Action on new business items not emailed with the agenda or emailed without printed rationale shall be considered at the next Board meeting unless two-thirds (2/3) of the Board members present agree to immediate consideration.

F. New business items that require budget modification in order to be implemented will not be acted upon at the meeting where they are introduced unless they contain cost estimates and indications of the line items from which the funds will come. If time limits require that action be taken on such items without estimates, two-thirds (2/3) of the Board members present must agree to their consideration.

- G. If a recommendation comes to the Board from an individual or a delegation of MEA members that has financial and/or policy implications for the Association, it must be received by the president or the Executive Office in writing, consistent with present policy on agenda items. In the event that this does not occur, the request by the individual or delegation must be referred to the Executive Committee. However, if the request is of a critical nature and action by the Board is necessary prior to having been presented to the Executive Committee, a two-thirds (2/3) vote of the Board members present will be required for consideration.
- H. The Order of Business as indicated in the agenda may be changed upon general consent of the Board of Directors.

Items of action by the Executive Committee that the Board wishes to have placed on the Board agenda from the Executive Committee minutes will be considered at the request of a member of the Board providing ten percent (10%) of the Board concurs. Upon concurrence of at least ten percent (10%) of the Board members, the president shall announce the place on the agenda where that item shall be considered.

- I. Members of a management compensation committee will receive any supplementary informational materials and/or management proposals at least two (2) days prior to the initial committee meeting.

#### VIII. Officers and duties

- A. The president shall preside at the meetings of the Board. A parliamentarian may be appointed to serve at the pleasure of the president.
- B. The vice president shall perform the duties of the president in the absence of the president.
- C. In the absence of both the president and the vice president, the secretary-treasurer shall perform the duties of the president.

#### IX. Conduct of meetings

- A. Board members shall address the chair in making motions, speaking to motions and requesting information.
- B. Members of the Board, the officers of the NEA and official liaisons shall be full participants in the deliberations of the Board. Participation by others in attendance shall be by deference of a Board member with the consent of the chair.

#### X. Motions

- A. The following types of motions shall take precedence in the order in which they stand arranged:
  - 1. Fix time for next meeting;

2. Adjourn;
  3. Take a recess;
  4. Point of privilege;
  5. Call for orders of the day;
  6. Lay on table;
  7. Previous question (close debate);
  8. Extend/limit debate;
  9. Postpone to definite time;
  10. Refer to committee;
  11. Amendment to main motion;
  12. Postpone indefinitely.
- B. Motions shall be amended by addition, by insertion, by deletion and by substitution.
- C. Only two (2) amendments shall be applied to a motion at one time, a primary amendment and a secondary amendment, in which case the secondary amendment shall apply to the primary amendment.
- D. Amendments shall always be germane to the main motion; no motion on a subject different from that under consideration shall be admitted under color of an amendment.
- E. Motions to reconsider may be made by any member and shall be adopted by a majority vote from the membership of the Board.
- F. The Board may establish general operational guidelines by precedent where there are no clear operational guidelines to follow. It may also create such new precedents as it deems worthy of creation.

#### XI. Minutes

- A. Minutes of the meetings of the Board of Directors shall be arranged and organized for easy reference; discussion and actions pertaining to any one topic will be grouped together.
- B. Corrections to minutes of meetings of the Board shall be made as follows: portion of minutes being corrected shall be printed in the minutes, then stricken, and the correction printed in capital letters for ready identification.
- C. Deletion from the record at the same meeting may be accomplished by unanimous consent of the Board of Directors.

#### XII. Voting

- A. The president, the vice president and the secretary-treasurer shall have voting power on the Board of Directors.

- B. No motion shall be passed by the Representative Assembly, the Board of Directors, or a commission or a committee without the concurrence of a majority vote of all members elected to the body. (Article XXI-B, MEA Bylaws)
- C. A majority vote shall be a majority of those elected.
- D. A two-thirds vote shall be two-thirds of those elected.
- E. The president shall vote on all issues before the Board and shall vote at the same time as the Board.
- F. The following methods of voting shall be used:
  - 1. Acclamation or voice (public) (prevailing practice);
  - 2. Show of hands (by request of Board member);
  - 3. Secret ballot (by majority vote);
  - 4. Roll call (requested by two (2) Board members).
  - 5. Electronic voting
- G. The roll shall be called on a rotating basis each time that a roll-call vote is used. The roll-call vote shall begin with the maker of the original motion under consideration and proceed in sequence.
- H. Action to ratify employee contracts and/or approve management compensation schedules may not take place during the same session of a Board meeting at which they are presented.
- I. Issues may be decided upon general consent where there is unanimous agreement among the members of the Board.
- J. Division of the house may be called on any question by any member of the Board; such request is not debatable and does not demand a second. Results of a division of the house shall become a part of the official record.
- K. When considering non-budgeted expenditures of over five thousand dollars (\$5,000), a roll-call vote of the MEA Board of Directors is mandatory, and the vote shall be subsequently published in the Board minutes.
- L. Email ballots: In the interim between meetings of the Board of Directors, email balloting may be used. This procedure may be followed only under the following conditions:
  - 1. Employment of personnel when it is necessary to make appointments in order to carry on the work of the Association;
  - 2. When policy decisions must be made immediately, provided it is not possible to obtain a quorum at an emergency meeting of the Board;

3. As authorized by a majority vote of the Board of Directors.
- M. Decisions by email balloting shall be appended to the minutes of the prior meeting of the Board of Directors and submitted to the Board at the time the minutes are presented for approval.
- N. Email ballots shall be accompanied by full and complete explanation of the issue under consideration and supporting information.
- O. Ratification of the contract of the executive director will be by the Board of Directors in executive session.

#### XIII. Executive Committee

- A. The Executive Committee will be constituted according to the MEA Constitution.
- B. Nominations for election to the Executive Committee shall be made at the organizational meeting of the Board at which the elections shall take place. The election will be held on a single ballot. Each member may cast as many votes on the single ballot as there are vacant seats.
- C. The Executive Committee members may be recalled for just cause by a two-thirds (2/3) vote of the MEA Board of Directors. Before a vote is taken on the recall, ample opportunity shall be provided for a hearing on the matter before the Board of Directors. Immediately upon an affirmative recall, nominations will be received for election at the next regularly scheduled Board meeting.
- D. Vacancies in unexpired terms shall be filled at the next scheduled Board meeting following the effective date of the vacancy.

#### XIV. Nominations and elections

- A. Prior to the organizational meeting of the Board, nominations for presidential appointment to commissions and committees shall be solicited from Board members, local units, regions and associated organizations and referred to the incoming president. The incoming president, after appropriate consultation with Board members regarding nominations from their separate regions, shall prepare recommendations for presentation to the new Board of Directors.
- B. The new Board of Directors shall consider the recommendations of the president in informal session.
- C. The recommendations of the president shall then be presented to the Board of Directors in regular session.

- D. Board member vacancies on commissions shall be filled by appointment of the president with concurrence of the Board of Directors as provided in the MEA Bylaws, Article VII, Section B3.
- E. Nominations to NEA committees and councils will be submitted to the Board of Directors for consideration at the third meeting of the Board. Nominations to NEA committees and councils will be made according to the following procedures:
  - 1. A study will be made of NEA committees and councils to determine vacancies to be filled and length of terms and this information made available at the second meeting.
  - 2. Interested parties may submit to the Board of Directors nominations to NEA committees and councils.
  - 3. The MEA Board, together with the NEA state directors, will review nominations and transmit to the NEA the names of the nominees most qualified for any committee or council.
- F. Any MEA task force shall expire with the expiration of the term of the president that appointed it.

#### XV. Special types of sessions

- A. Executive sessions of the MEA Board of Directors may be requested by any member of the Board at any time. Requests for executive session shall be directed to the president, who shall rule on whether or not an executive session shall be held. The executive director, the executive assistant, the NEA directors, and the NEA officers shall always be present except as determined by the Board of Directors. The presence of others shall be by consent of the Board of Directors. When salary matters pertaining to them as individuals are being discussed, staff members will absent themselves.
- B. *In camera*: A closed session of the Board that is not an executive session but may transact and act and has certain restrictions placed on attendance at the onset of the *in camera* session. Actions are reported but minutes are not kept of proceedings except action items.
- C. All closed sessions must comply with Administrative Policy XII, D and E, as follows:
  - 1. A two-thirds (2/3) roll-call vote shall be required to hold a closed session.
  - 2. The purpose of the closed session shall be announced prior to the vote.
  - 3. A decision of the Board of Directors may be invalidated if made in noncompliance with the above. In any case, where a challenge has been initiated the Board of Directors may, without admission contrary to its interest, reenact the disputed decision.
- D. The Board may resolve itself upon motion (see *refer to committee* motion in Article X) into informal session for the purpose of discussing appointments or for consideration of other matters where the Board may deem free discussion advisable.

## XVI. Expenses

- A. Reimbursement: It is the policy of the MEA to reimburse persons traveling on official business for all reasonable, actual expenses. Expenses of the MEA Board are handled by the executive director. The executive director shall furnish each person with a voucher, together with full instructions for completing the form.

The following apply to reimbursement:

1. Vouchers are to be submitted to the office of the executive director.
  2. No bills shall be allowed by the executive director unless they are fully itemized.
  3. All bills involving travel expenses shall state the means of travel, place of lodging, the date, the price of room per day, a full explanation of expenses, the purpose of the trip and the nature of the business transacted.
  4. Itemized receipts for lodging, public transportation and meals must accompany voucher. *(Refer to Article II-B)*
  5. Multiple meals must be further explained by listing of guests and purpose of entertaining.
  6. Expenses should be reported as a day-by-day breakdown.
  7. Expense items not printed on voucher (e.g., postage, phone calls, etc.) should be entered as miscellaneous, receipts attached if applicable and details listed on the voucher form.
- B. MEA Board functions: Members of the Board of Directors shall be reimbursed according to the following:
1. All actual expenses of Board members incurred in connection with attendance at official Board functions;
  2. All loss of remuneration because of pay docking;

### Loss of Wages

As indicated on the reverse side of the MEA expense voucher, MEA will reimburse the cost of a substitute or lost wages, if such cost is the Board members' personal responsibility.

MEA will:

- Reimburse districts that keep members on payroll.
- Reimburse local associations/members that must purchase release time.
- Reimburse a member due to a dock day.
- Pay the cost of a substitute (but not in conjunction with reimbursing a member's time).

MEA will NOT:

- Reimburse for compensable leave time.
- Reimburse local associations where release/association time is provided for under a negotiated agreement.
- Reimburse for any full-time released local officer.
- Reimburse for extra summer assignments, e.g., summer school, coaching.
- Reimburse for employment outside of education.

#### 1099-MISC Form

MEA is required to report to the IRS, on Form 1099-MISC., any payments made directly to members that total \$600 or more over the course of the calendar year. For IRS purposes, payments do not include reimbursed expenses (i.e., meals, mileage, and lodging). Payments made directly to a Board member for wages or substitute costs would be applied toward the 1099-MISC. limit. These payments may be subject to social security tax if wages are not over the social security base.

3. Cost of substitute if billed by the school district or local association (loss wage or substitute, but not both);
4. In-state travel:
  - a. Mileage shall be calculated from official highway map figures and/or Rand McNally or MapQuest website, except total cannot exceed coach air fare and figured at the most direct route;
  - b. Actual cost of public transportation with receipt, if applicable;
  - c. Mileage rate shall be at the current IRS rate.
5. Out-state travel:
  - a. Mileage shall be calculated from official highway map figures and/or Rand McNally or MapQuest website, except total cannot exceed coach air fare and figured at the most direct route;
  - b. Actual cost of public transportation with receipt, if applicable;
  - c. Board members will be expected to observe all possible economy measures, e.g., tourist air fares, etc.
  - d. Mileage rate shall be at the current IRS rate.
6. Single lodging accommodations when preferred by Board members. (Refer to Article II-B)
7. Lodging will be provided if the member lives at least 125 miles one way from the meeting site. Lodging will be provided if the member has back-to-back meetings such as the MEA Board of Directors meeting and Representative Assembly.
8. Reimbursement will be the cost of lodging or mileage, whichever is less.

- C. NEA Representative Assembly: MEA Board members attending the NEA Representative Assembly shall be subject to the following:
1. *Transportation* based on flight supersaver fare, train or bus fare, plus round-trip mileage from nearest flight/bus departure site, or standard IRS rate per mile but not to exceed the cost of supersaver fare.
  2. *Lodging, meals and miscellaneous* expenses are approved by the MEA Board annually.
- D. Officers: The following shall apply to the elected state executive officers:
1. The expenses of the president and vice president to carry out the business of those offices shall be paid by the MEA.
  2. Expenses of the vice president and secretary-treasurer to attend NCSEA meetings are paid by the MEA.
  3. Expenses of the secretary-treasurer shall be met by the MEA when acting in an official capacity or as a representative of the president.
  4. Travel, meals and lodging of the spouse/companion of the president and vice president shall be paid by the MEA while the officers are on official business.
  5. Travel, meals and lodging of the spouse/companion of the secretary-treasurer shall be paid by MEA while the officer is on official business within the state.
- E. General: The following shall constitute the general policy on expenses of Board members:
1. *Air fare*: All air travel on scheduled flights shall be reimbursed;
  2. *Private car*: Reimbursement is at the highest rate per mile allowed by IRS policy plus toll charges and parking fees. If a personal car is used for long distance, reimbursement shall be limited to the cost of air coach fare;
  3. *Rental car*: Limited to circumstances of necessity when using public transportation and no other local transportation is available. An explanation as to the reason for renting a car must accompany reimbursement request;
  4. *Subsistence allowance*: Reimbursable for a period of time not to exceed one (1) meal preceding and one (1) meal following while enroute to and from the official meeting. Itemized receipts for meals must accompany voucher. Total meals per day shall not exceed \$30. If MEA provides a meal, the following amounts will be deducted from the \$30 limit: \$4 for breakfast, \$6 for lunch and \$20 for dinner.
  5. *Bus and taxi*: Allowable as necessary, subject to explanation;

6. *Valet or maid service*: Reimbursable when on approved travel status of more than three (3) days duration, limited to ten dollars (\$10) per event;
7. *Honorariums*: Limited to actual cost of expenses when not paid by the MEA; nonmonetary tokens of appreciation may be accepted;
8. *Accident insurance*: Insurance in the amount of twenty-five thousand dollars (\$25,000) in case of accidental death while on Association business; maximum of two thousand dollars (\$2,000) insurance for hospital and medical expenses will be paid for an accidental injury while traveling for and at the expense of the Association; protection of two hundred dollars (\$200) per week for income lost due to disabilities or injuries incurred in connection with official duties;
9. *Personal loss*: Reimbursement for loss of personal items necessary for travel or proper performance of official duties (e.g., clothes and luggage); limited to that not covered by insurance or carrier; claim and proof of loss must be submitted.

\*According to the Board Operating Rules, Article XVI. Expenses, Section F. 2: “Official business or functions of Board members other than elected officers is interpreted to mean regular meetings of the Board of Directors, Board workshops, the Representative Assembly, and any elected or appointed responsibility as a member of the Board.

F. *Miscellaneous*: The following miscellaneous policies shall be in effect.

1. Vouchers must be submitted within forty-five (45) days of incurring the expense or, in the situation where the member is billed, within 45 days of receipt of the bill. Vouchers must be received by MEA by August 31.
2. Official business or functions of Board members other than elected officers is interpreted to mean regular meetings of the Board of Directors, Board workshops, the Representative Assembly, and any elected or appointed responsibility as a member of the Board.
3. Each Board member may attend one (1) in-state conference, workshop or committee meeting of his/her choice annually at MEA expense.

Expense policies for attendance at events such as the Summer Leadership Conference, Winter Leadership Conference, etc., will be determined per event. Board members should review such policies in advance of each event.

G. *Limitations*: The following limitations shall apply:

1. Expenses to the MEA Executive Committee meetings are limited to the members of that body and any others requested to be in attendance for specific business.

2. Charges deemed unreasonable shall be disallowed and adjusted in accordance with existing practice. A full explanation by the executive director of the adjustment shall be made to the Board member involved.

#### XVII. Budget

- A. The executive director shall notify the Board whenever a line item of the approved budget has been exceeded prior to April 30 of each fiscal year, with an explanation of the unusual expense.
- B. A projection of the expenditure on over-budget line items shall be made for the remainder of the fiscal year.
- C. Any proposal to increase budget allocations or to add new projects requiring additional expenditures shall be accompanied by a specific indication (budget line item) where funds will be obtained.
- D. Association budgets shall include an explanatory sheet indicating the reason(s) behind any variance of ten percent (10 %) between a line item and the previous year's actual expenditure for that same line item.

Line items shall be renumbered so that there are no line items with duplicate numbers.

#### XVIII. Censure

The Board of Directors may censure any Board member who persistently violates the rules of the Board of Directors.

#### XIX. Electronic Device Policy

##### MEA Board Member Electronic Device Replacement Project

As of January 11, 2020, MEA will reimburse each member of the MEA Board of Directors up to \$500 as reimbursement for the purchase of a new electronic device (laptop, desktop, tablet, or cell phone) to be used for his/her work as a member of the MEA Board. Each Board member will purchase the equipment of his/her choice from the vendor of their choice. This device must be able to allow the Board member to:

- retrieve and send email which includes attachments in the programs commonly used by MEA
- log onto BoardEffect and access any web-based information for meetings
- read documents such as PDFs, decompressed documents, or other online documents using the appropriate software or app.

#### Eligibility:

Beginning January 11, 2020, all Board members will be reimbursed for systems purchased after the date of the adoption of this project. As new Board members are elected, they will be eligible for reimbursement upon assuming office. Board members who are re-elected to additional terms will be eligible for an additional reimbursement under this policy to purchase additional new equipment. No board member will receive reimbursement to replace equipment that is less than four-years-old. In fiscal year 2020-21, Board members who purchased an electronic device during the initial year of this policy and are re-elected to office will not be eligible to purchase another electronic device during that term of office. (1/11/2020)

#### Reimbursement Procedure:

1. MEA IT will notify all MEA Board members of the new process and minimum system requirements. MEA IT will provide a voucher and directions for reimbursement.
2. Board member purchases electronic device.
3. Board member submits voucher and receipts to MEA IT.
4. MEA IT verifies eligibility and logs purchase information (Board member name, date, type of electronic device, amount, etc.).
5. MEA IT forwards voucher and receipts to MEA Finance Department.
6. MEA Finance mails check to Board member.
7. In future years, a Board member who continues in office for additional terms after the purchase of an electronic device pursuant to these guidelines may submit a request for reimbursement to purchase a new electronic device to MEA IT. MEA IT will then verify eligibility and send the Board member approval, instructions/timelines for reimbursement, and a voucher. Reimbursement will follow the process previously described.
8. A Board member submitting a request under this policy must, as of the date of purchase, have at least 12 months remaining on his/her term in office to be eligible for reimbursement.

#### Additional regulations:

1. The equipment purchased will be the property of the Board member. If a Board member is re-elected to office and gets a second (or third) replacement, he/she will keep the equipment they already have which was purchased pursuant to this policy. Disposal of old equipment purchased under this policy will be the individual Board member's responsibility.
2. As required by law, MEA Finance will issue the appropriate reports (1099) to reflect the purchase of this equipment.
3. Whenever a new Board member begins his/her initial term, September 1, he/she will be eligible for a new electronic device. MEA will not reimburse a Board member for a purchase prior to September 1. Board members who are elected to fill the remainder of a term will be issued a computer for their temporary use by MEA.
4. Service and maintenance of the equipment will be the responsibility of the individual Board member.
5. All software or apps on the device will be licensed by the individual Board member—not the MEA or MESSA.

Training Program:

The MEA will provide the following training for Board members:

1. Initial training regarding MEA's email system and BoardEffect.
2. Additional training can be offered by request.