

**Bylaws
of
The Council of Administrative and Supervisory
Employees, Inc.
Baltimore County, Maryland**

Ratified May 16, 1995

Revised Dec. 4, 2018 / Ratified October 17, 2019

Article I - NAME

The name of this organization shall be the Council of Administrative and Supervisory Employees, Inc., hereinafter called CASE.

Article II - PURPOSE

The purposes of CASE are to:

- serve as the collective bargaining representative of its members for purposes of improving their terms and conditions of employment in consonance with the principles of the laws of the State of Maryland.
- help members become more effective in their various roles as administrative - supervisory educators;
- 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 educational interests in order to promote and give leadership in matters of mutual concern;
- advance the professional status of its members; and serve as liaison to the Superintendent on behalf of AESA, SSAA, and other certificated professional associations to which member eligible employees may belong; and
- improve the educational processes and programs for students.

Section 1. Restrictions

All policies and activities of CASE shall follow applicable federal, state and local statutes, ordinances and regulations; and all requirements applicable to the maintenance of its tax-exempt status.

Section 2. Indemnification

CASE will, indemnify and hold harmless any and all of the members or former members of its Board of Directors, 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 Board of Directors, officers, employees, attorneys or agents of CASE, 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 Board of Directors, officers, employee, attorney, agent or other person may be entitled.

The Board of Directors 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 CASE shall be open to all employees on the Administrative, Executive, and Certificated Professional Employees pay scale employed by the Baltimore County Public Schools and not otherwise represented by the Organization of Professional Managers, that have the responsibility to plan, organize, direct, coordinate or control the work of other professional employees, in accordance with the laws of the State of Maryland for collective bargaining.

- A.** As of 2007 -2008, membership in CASE may be offered to retirees previously belonging to CASE or active members immediately prior to their retirement. Such members shall be eligible for benefit information and association with CASE as determined by the Board of Directors; 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 Board of Directors as a non-voting consultant to the Board and serve as a Board Officer should the Board elect he/she to do so.

Section 2. Restrictions

Although CASE shall represent all employees eligible for membership in negotiations, it shall recognize only dues paying members as active members and participants in the conduct of CASE business and as eligible to receive designated Council benefits. Only active members shall be eligible to vote or to serve on the Board of Directors.

Section 3. Resignation

Any member may resign by filing a written resignation with the principal office of CASE. 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 period noted in Article II of the *Master Agreement between the Board of Education of Baltimore County and CASE*.

Article IV – DUES AND FISCAL YEAR

Section 1. Dues

The annual dues of this organization shall be set yearly by the Board of Directors 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 Board of Directors.

Section 2. Fiscal Year

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

Article V – BOARD OF DIRECTORS

The Board of Directors shall be composed of at least four (4) and not more than eight (8) elected representatives consisting of at least one (1) representative from each of the administrative and supervisory categories: elementary administrator, secondary administrator, and central office administrator and a representative from the professional organizations of AESA and SSAA. In addition, a representative of retired members may be appointed by the Board of Directors as a non-voting consultant to the Board (who does not count toward the maximum of 8 elected members).

Section 1. Election and Term

The number of representatives to be elected will be determined by the Board of Directors during a Board meeting held before the end of the calendar year prior to the year of elections. A minimum of four (4) and a maximum of six (6) representatives shall be elected at large by written ballot during the Spring General meeting in even years. A slate of candidates shall be created by a Nominating Committee convened under the direction of the Board of Directors. Nominations from the floor may be made prior to the vote at the Spring General Membership meeting. In order to be nominated from the floor, the individual must be a dues paying member in good standing and be present to

accept the nomination. Individuals appearing on the slate of candidates do not need to be present at the vote. A simple majority of the votes cast during the Spring General Membership meeting will elect each representative. The professional associations of AESA and SSAA will establish their own election procedures and forward the names of their representatives to the Executive Director on a yearly basis. Representatives shall assume office on July 1.

Representatives elected by ballot at the Spring General Membership meeting shall serve two (2) year terms and may succeed 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 Board of Directors for the remainder of their elected terms.

Section 2. Vacancies

Should a vacancy occur after the annual election, the Executive Director shall, with the unanimous consent of the Board of Directors, appoint a replacement.

Section 3. Authority

The Board of Directors shall have authority and responsibility for the supervision, control and direction of the affairs of CASE and shall determine its policies within the limits of the Articles of Incorporation, these bylaws and applicable law. The Board of Directors shall actively pursue the purposes of CASE and shall have discretion in the disbursement of its funds. The Board of Directors 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 CASE. The Board of Directors 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 CASE, 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.

Section 4. Meetings

The Board of Directors shall meet as often as the Executive Director deems necessary but no less than four (4) times a year. A majority of its members shall constitute a quorum for meeting of the Board of Directors.

Section 5. Removal

A. Removal by Members

A representative to the Board of Directors may be removed with or without cause by 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 the Board of Directors

A representative to the Board of Directors may be removed for cause by the affirmative vote of two-thirds (2/3) of the entire Board of Directors. A representative removed by the Board of Directors may challenge that removal and be reinstated by a 2/3 vote of the membership present at the next semi-annual membership meeting, in which case that representative may not again be removed by the Board.

C. Notice

No representative to the Board of Directors 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 Board of Directors unable to attend a meeting shall notify the principal office of CASE with 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 Board of Directors.

Section 6. Action by Unanimous Written Consent

Unless specifically prohibited, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Board members consent in writing or fail to object to a waiver meeting requirement upon notice of such a waiver being provided ten days prior to the action taken.

At any meeting of the Board of Directors, whether by written assent or other permitted methods, a simple majority of a quorum is all that is necessary for the approval of any motion except as otherwise provided in these bylaws.

Section 7. Teleconferencing

Meetings of the Board of Directors may be conducted, and votes may be taken, with any or all representatives participating by means of a telephone conference call or other forms of electronic conferencing, 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 Board of Directors, 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 Board of Directors 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 VI – SECRETARY / TREASURER

Section 1. Position

The Secretary/Treasurer must be a member in good standing. He/she shall not be an employee of CASE and will serve without salary, though expense reimbursement may be provided. Duties of the Secretary/Treasurer will include (but may not be limited to) the following:

A. Clerical

The Secretary / Treasurer, or his/her designee, shall keep the minutes of all General Membership and Board of Directors' meetings and keep on file a list of the Board of Directors' members and the General Membership and all committees in which designees represent CASE. The Secretary/Treasurer, or his/her designee, shall regularly report to the members of CASE and shall be responsible for distributing notification and agendas of membership meetings to CASE members and shall serve as a member of the Membership Committee.

B. Fiscal

The Secretary/Treasurer, or his/her designee, shall keep a current file of the names

and work locations of the active and eligible members, shall maintain the financial report to the Board of Directors and provide budget summaries to the General Membership at the spring General Membership Meeting. The Secretary/Treasurer, or his/her designee, is responsible for receiving and disbursing funds and shall serve as a member of the finance committee.

Section 2. Election and Term

A. Election

The Secretary/Treasurer shall be elected from the duly constituted Board of Directors at its first meeting following July 1 of the even years in which Board of Directors voting occurs.

B. Term

The Secretary/Treasurer shall serve a two-year term, with the option of serving a maximum of 3 consecutive terms as long as he/she continues to be a CASE member in good standing.

Section 3. Removal

The Secretary/Treasurer may be removed by a two-thirds (2/3) vote of the Board of Directors whenever, in its judgment, the best interests of CASE will be served thereby.

ARTICLE VII – EXECUTIVE DIRECTOR

Section 1. Position

The Executive Director is a paid employee of CASE and shall not be a CASE eligible BCPS employee. He/she serves at the pleasure of the CASE Board of Directors and is charged with the following duties:

A. Management

- a. Hire (with input from the Board of Directors) appropriate office and support staff (i.e. – Office Manager, Attorney, etc.)
- b. Plan for (with the assistance of the Office Manager) and attend CASE Board of Director and General Membership meetings
- c. Communicate regularly with the Board of Directors and the General Membership.

B. Negotiations

- a. Lead and participate in planning sessions for negotiations with the BCPS Board of Education (BOE)

- b. Research information and make recommendations for changes to the Master Agreement between the Board of Education of Baltimore County and CASE.
 - c. Research and develop new unit pay scale proposals
 - d. Attend and serve as lead for negotiation sessions with the BCPS BOE.
- C. Representation
- a. Represent CASE at BOE and other BCPS meetings and events.
 - b. Serve as liaison to the various elected and appointed officials at the local, state, and national level.

The Executive Director will also provide other services as deemed appropriate by the Board of Directors.

Section 2. Term of Employment

The Executive Director will sign a Contract of Employment with the Board of Directors for a specific term not longer than 3 years with an option to renew. Upon expiration of the contract term, the Board of Directors will determine whether to negotiate a renewal of the contract or post the position. Any salary or salary increase shall be subject to the approval of the Board of Directors.

Section 3. Dismissal

The Executive Director may be removed by a two-thirds (2/3) vote of the Board of Directors whenever, in the Board’s judgment, the best interests of CASE will be served thereby.

Article VIII - MEETINGS

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

Section 2. Members shall be notified of general membership meetings at least five (5) school days prior to a meeting.

Section 3. General membership meetings shall be open to any active member.

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

Section 5. E-mail Ballots. Issues to be brought to the members may be acted upon by email ballot. Action on any email ballot, except as specified herein, will require a 2/3's majority of the ballots received within ten (10) calendar days after the date of sending. Elections for the Board of Directors may not be done by email ballot and is excluded from this provision.

Article IX - COMMITTEES

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

Section 1. Standing committees and their duties may include:

A. Membership

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

B. Finance

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

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 Board of Directors.

D. Sick Leave Bank

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

E. Nominations and Elections

The Nominations and Elections Committee shall conduct the election of representatives to the Board of Directors. The Nominations and Elections Committee shall consist of six (6) members, two from each membership category, with the Executive Director serving as a non-voting chair. 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. Should the nominations committee determine a single slate of candidates is in the Associations best interest, a single set of up to 6 candidates may be proposed to members.

F. Scholarship

The Scholarship Committee shall develop procedures for evaluating candidates and shall make recommendations to the Board of Directors.

Article X – PARLIMENTARY AUTHORITY

The Board of Directors 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 Board of Directors shall function in accordance with such parliamentary rules of procedure as it may choose to adopt.

Article XI – 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 two-thirds (2/3) vote of the Board of Directors at any meeting provided that notice of the proposed amendment shall have been distributed to the Board members not less than five (5) days in advance of the meeting.

Article XII – DISSOLUTION

The corporation may be dissolved upon two thirds (2/3) vote of the Board of Directors 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 CASE, 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 Board of Directors, has as all or part of its purposes or is actively engaged in activities similar to those of CASE. 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.

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