BYLAWS

As amended by the
2016 Annual Convention

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BYLAWS OF THE
STATE EMPLOYEES ASSOCIATION OF NORTH CAROLINA, INC.

ARTICLE I. NAME

The name of the Association shall be State Employees Association of North Carolina, Inc. (hereinafter called SEANC).

ARTICLE II. PURPOSE

The purposes of SEANC are:

1.1. to promote the best interests and welfare of current, retired and future employees of the State of North Carolina,

1.2. to provide information to the membership,

1.3. to provide a forum for the discussion of ideas and problems,

1.4. to facilitate communication among employees of the State of North Carolina,

1.5. to promote the professionalism of the employees of the State of North Carolina in order to provide effective and efficient programs and services to the citizens of North Carolina.

In the accomplishment of the above purposes, SEANC, with the approval of the Convention, shall be able to affiliate with like-minded organizations.

ARTICLE III. MEMBERSHIP

SECTION 1. Categories of Membership

Membership in SEANC shall be in three categories: active, associate and affiliate. Persons applying for membership in any category shall make application and pay the applicable dues. Active members shall have all rights and privileges of membership. Associate and affiliate members shall be entitled to all rights and privileges of membership except that they may not vote or hold office in SEANC.

1.1. Active members shall be current and retired employees of the State of North Carolina including part-time and temporary employees and/or persons having membership in or eligible for membership in the following systems: Teachers and State Employees' Retirement System of North Carolina, Consolidated Judicial Retirement System of North Carolina, and Legislative Retirement System or any NC Local Government Retirement System.

1.2. Associate membership shall be available to employees of the State Employees' Credit Union or SEANC staff.

1.3. Affiliate membership shall be available to those persons or organizations who support the purposes of SEANC and who have been approved by the Board of Governors for membership in SEANC.

SECTION 2. Membership Privileges

The right to vote, make or second motions, place names in nomination, hold office and serve on committees shall be confined to active members of SEANC. State-elected officials, legislators, appointed members of the Governor's Executive Cabinet and permanent full-time SEANC or permanent full-time SEIU employees who are active members of SEANC shall not exercise these rights.

SECTION 3. District Membership

Each SEANC member shall belong to one district of their choosing.

SECTION 4. Activation of Membership

Membership in SEANC shall become effective immediately upon receipt of dues payment or upon receipt of written authorization for payroll deduction of dues by an authorized SEANC membership recruiter.

SECTION 5. Termination of Membership

Active membership in SEANC and all rights and benefits of membership shall terminate when annual dues are not received and/or when separation from state employment occurs prior to retirement and the individual does not remain part of a State of North Carolina retirement system.

5.1. Associate and affiliate membership in SEANC and the rights and benefits of membership shall terminate at the conclusion of each dues paid period if renewal payment has not been received, or as determined by the Board of Governors.

5.2. Group insurance rights shall be governed by state insurance laws and by the Insurance Board of Trustees.

5.3. Membership in SEANC may be terminated for just cause by the Board of Governors in accordance with SEANC policies and procedures.

SECTION 6. Membership Dues

There will be three levels of membership dues in SEANC: active, associate and affiliate.

6.1. Active, associate and affiliate membership dues for individuals shall be $168 per year effective April 1, 2017.

6.2. Retired members' dues shall be $120 per year effective April 1, 2017.

6.3. Affiliate organization membership dues shall be established by the Board of Governors.

SECTION 7. Payment of Dues

An eligible employee may submit a written authorization for payroll deduction of dues, or may pay for a 12-month period in a single payment. Authorization for payroll deduction of dues will remain in effect until canceled in writing by the member.

7.1. Members making a single payment for annual dues shall do so in advance. Membership will begin the day the annual dues payment is received by an authorized membership recruiter.

7.2. Affiliate membership shall become effective upon approval by the Board of Governors and payment of authorized dues.

SECTION 8. Rebate of Membership Dues

The SEANC Treasurer shall, within 30 days of collection, rebate 20% of membership dues to the district from which they were collected except for dues paid by affiliate organizations.

8.1 Effective October 1, 2010, the SEANC Treasurer shall reduce the rebate to each district by $.50 per member per month and apply those funds to the payment of the per member dues owed by SEANC membership to SEIU.

ARTICLE IV. ORGANIZATION

SECTION 1. Governance

SEANC shall be governed by these Bylaws as established by the annual convention.

SECTION 2. SEANC Fiscal Year

The fiscal year for SEANC shall be from October 1 through September 30.

SECTION 3. Board of Governors

The Board of Governors shall be composed of the SEANC officers (President, First Vice-President, Second Vice-President, Treasurer and Immediate Past-President), the Chairperson of each district, the Chairperson of the Insurance Board of Trustees and

the Chairperson of the Retiree Council. The Board of Governors, subject to the action of the annual convention and in compliance with the Bylaws, shall have general supervision and control over the affairs of SEANC. The Board of Governors shall meet at least quarterly. Additional meetings may be called by the President, the Executive Committee, or any officer upon petition of 20% of the membership of the Board of Governors.

3.1. The Board of Governors shall have the following responsibilities:

3.1.1. adopt rules governing the conduct of its business so long as these rules do not conflict with the Bylaws;

3.1.2. interpret and implement the Bylaws;

3.1.3. ensure that the directives of the annual convention are addressed and that the specific objectives as set forth in the most current Policy Platform are acted upon and forwarded to the proper state authority or agency; negotiate with the Legislature, in coordination with the State Executive Committee and the SEANC Executive Director, to achieve SEANC objectives;

3.1.4. resolve any matter that may arise between conventions;

3.1.5. review the actions of the Executive Committee and all officers to ensure adherence to the Bylaws of SEANC;

3.1.6. approve the compensation received by the Executive Director and the secretary to the President of SEANC;

3.1.7. adopt and publish in the SEANC newsletter an annual line-item budget;

3.1.8. fix the compensation annually for expenses incurred by the Board of Governors, State Committees, or persons in the service of SEANC. Reimbursement will be based upon presentation of a proper request with adequate substantiation as may be required by the administrative procedures of SEANC.

3.2 Actions taken by the Board of Governors which extend beyond the current fiscal year shall be affirmed by a resolution or by an amendment to the Bylaws by delegates at the next annual convention.

3.3 The Board shall have the authority to delegate responsibility to the State Executive Committee.

SECTION 4. State Executive Committee

The State Executive Committee shall consist of the SEANC officers, the regional representatives or alternate from each SEANC region, the Chairs or Vice Chairs in the absence of the Chairs of the Insurance Board of Trustees and the Retiree Council. The State Executive Committee shall ensure that the policies of the annual convention and the directives of the Board of Governors are realized. Actions of the State Executive Committee shall be subject to review and consent of the Board of Governors. The State Executive Committee shall meet as the need occurs. Meetings of the State Executive Committee via teleconferencing are allowed as specified in the SEANC Operations Manual. The Executive Committee shall supervise the work of the Executive Director. In addition, the State Executive Committee shall:

4.1. develop an annual work plan and conduct an annual written performance review of the Executive Director, subject to the advice and consent of the Board of Governors, no later than the end of the Association's fiscal year. Review annually the salary of the Executive Director and make a recommendation to the Board of Governors;

4.2. review and update the "SEANC Personnel Manual" and "SEANC Operations Manual" at least annually, subject to the advice and consent of the Board of Governors. The manuals will be available at the SEANC office;

SECTION 5. SEANC Regions

The structure of SEANC shall include the grouping of districts into regions. The Board of Governors shall determine these regions based on reasonably equal divisions of districts according to district membership. The regional representatives shall represent their regions as members of the State Executive Committee and shall:

5.1. communicate as needed with district chairpersons to keep them informed of SEANC issues that may arise between Board of Governors meetings;

5.2. attend district meetings as needed to disseminate required information to and from SEANC headquarters;

5.3. chair the respective regional breakout sessions, as needed, at the Board of Governors meetings and present the results of those meetings to the Board of Governors;

5.4. convene meetings of the district chairpersons as needed.

SECTION 6. SEANC Districts

The structure of each district shall be in accordance with the Bylaws of SEANC. Districts may organize chapters or subordinate units; however, these entities shall not have representation on the Board of Governors.

6.1. Each district shall adopt bylaws to govern that district. The district's bylaws shall be consistent with the Bylaws of SEANC. A current copy of each district's bylaws or a letter certifying no changes have been made for the current year shall be filed with SEANC Headquarters after the annual convention but no later than December 1.

6.2. Each district shall have no fewer than 350 members. Any district which has fewer than 350 members for more than two consecutive years shall be placed on probation. The period of probation shall be established by the Board of Governors during which time the district may attempt to bring its membership up to the required 350-member level. Any exception to this Section must be approved by the Board of Governors.

6.3. Districts may form chapters, and chapters may be proportionately represented on the district executive committee.

6.4. Each district shall meet annually no later than July 15. The date of the annual district meeting shall be fixed by the district following consultation with the Executive Committee of SEANC.

6.5. Districts and chapters of SEANC shall not own real property or vehicles, but may own computers, office equipment, checking and saving accounts, to include Certificates of Deposit and money market accounts consistent with North Carolina banking regulations.

6.6. New Districts - A minimum of 350 active members of a proposed new district may, by written petition to the President, request that SEANC create a new district. A new district may not be formed if the remaining membership in the existing affected district(s) would be less than 350 members or if evidence would support the probability that remaining membership will decline to less than 350 members.

6.6.1. To form a new district, those interested must notify the President in writing, receive Board of Governors approval, secure and have certified the signatures of 350 active SEANC members, and complete the process outlined in the new district formation policy within one (1) year as of the date approved by the Board of Governors.

6.6.2. New districts are effective October 1 of the subsequent SEANC fiscal year.

6.6.3. Each district created under the provisions of this Article shall not be entitled to any assets from the parent district or districts. Any exception to this provision must be approved by the Board of Governors.

ARTICLE V. OFFICERS

The officers of SEANC shall be a President, First Vice-President, Second Vice-President, Treasurer, and Immediate Past-President. Their duties shall be:

SECTION 1. President

The President shall preside at meetings of the annual convention and serve as chairperson of the Board of Governors and State Executive Committee. The President shall be ex-officio to all State committees. In addition the President shall:

1.1. perform such duties as may be delegated by the annual convention or Board of Governors, and assume other responsibilities as are usually incumbent upon the office of President;

1.2. make presentations to appropriate officials and agencies about specific objectives set forth in the SEANC Policy Platform, in conjunction with the Executive Director;

1.3. submit an annual report to the Board of Governors concerning the status of all objectives passed by the last annual convention. This report will be made no later than the Board of Governors meeting prior to the next annual convention. A copy of the President's report shall be submitted to each district Policy Platform chairperson and shall be published in the next SEANC newsletter;

1.4. appoint all State committee chairpersons unless otherwise provided for in the Bylaws;

1.4.1. appoint a committee to select a SEANC Member of the Year, Distinguished Service Award, Remembrance Award and other awards as may be deemed necessary in accordance with policy and procedure.

1.5. appoint a secretary to the President who will serve at the pleasure of the President and perform such duties as assigned.

SECTION 2. First Vice-President

The First Vice-President shall serve in the absence or incapacity of the President and shall succeed to the office of President should that office become vacant. In addition, the First Vice-President shall:

2.1. serve as an ex-officio member of the State standing committees;

2.2. perform such other duties as may be assigned by the President, the annual convention, and the Board of Governors.

2.3. serve as chairperson of the SEANC Planning Committee.

SECTION 3. Second Vice-President

The Second Vice-President shall serve in the absence or incapacity of the First Vice-President and shall succeed to the office of First Vice-President should that office become vacant. In addition, the Second Vice-President shall:

3.1. serve as ex-officio member of the State standing committees;

3.2. perform such other duties as may be assigned by the President, the annual convention and the Board of Governors.

3.3. serve as member of the SEANC Planning Committee.

SECTION 4. Treasurer

The Treasurer of SEANC shall be the fiscal officer to SEANC. In addition, the Treasurer shall:

4.1. in concert with the President, Executive Director, and State Planning Committee, prepare a balanced, annual budget for the approval of the Board of Governors by August 15. The budget approved by the Board of Governors will become effective October 1 of each year;

4.2. approve all disbursements consistent with policies approved by the Board of Governors;

4.3. prepare an unaudited financial statement monthly reflecting current month and fiscal year-to-date income, expenditures and unexpended balances of all items in the budget. Submit financial statement to the Board of Governors by the 10th of the following month for which statement is prepared. The most current monthly financial statement shall also be submitted to the annual convention;

4.4. submit an audited financial statement of the previous fiscal year to the Board of Governors. The audit will be prepared by an independent, North Carolina licensed, Certified Public Accountant selected by the State Executive Committee;

4.5. maintain a balanced budget, make budget transfers within line items as authorized by the State Executive Committee, report all budget transfers to the next meeting of the Board of Governors;

4.6. be bonded by a North Carolina licensed bonding company for the sum of at least $100,000. The cost of the bond to be paid for by SEANC.

SECTION 5. Immediate Past-President

The Immediate Past-President shall serve as an advisor to the President and the State Executive Committee and perform other duties as assigned.

ARTICLE VI. EXECUTIVE DIRECTOR

The Board of Governors, with a recommendation from the State Executive Committee, shall employ an Executive Director who shall be a full time employee of SEANC. The Executive Director shall serve at the pleasure of the Board of Governors. The day-to-day operations of SEANC shall be directed by the Executive Director under the supervision of the State Executive Committee.

Responsibilities of the Executive Director shall be to:

1.1. serve as the administrator of SEANC;

1.2. hire, organize and manage staff for the effective operation of SEANC, subject to the approval of the State Executive Committee;

1.3. evaluate annually and in writing all SEANC staff and provide the State Executive Committee with a report of such evaluations;

1.4. ensure representation at meetings, conferences and hearings on legislative, retirement, personnel and other special programs as deemed necessary in the interest of the members of SEANC;

1.5. act, as the occasion may require, as spokesperson for SEANC;

1.6. prepare and submit, upon request, reports of SEANC activities to the President and the Board of Governors;

1.7. prepare and submit an annual report to the annual convention on the activities of the Executive Director and on the operations of SEANC;

1.8. assist district executive committees in the promotion of membership and other district activities;

1.9. provide assistance in the resolution of complaints and grievances from state employees;

1.10. perform other duties as directed by the annual convention, President, State Executive Committee, or Board of Governors;

1.11. be bonded by a North Carolina licensed bonding company for the sum of at least $100,000. The cost of the bond will be paid for by SEANC.

ARTICLE VII. CHIEF FINANCIAL OFFICER

The Chief Financial Officer employed by SEANC will report directly to the Executive Director and the Board of Governors with daily oversight by the SEANC Executive Director.

Responsibilities of the Chief Financial Officer shall be to:

1.1. supervise accounting office staff responsible for the fiscal operations and activities of SEANC;

1.2 manage the daily financial operations of SEANC to ensure accurate accounting records and transactions are recorded and maintained in general ledger records;

1.3 prepare an annual budget document and monthly financial statements;

1.4 coordinate the annual audit with an independent CPA firm and assist in preparation of all federal and state tax returns;

1.5 assist SEANC Treasurer and Audit Committee;

1.6 serve as the financial consultant to SEANC's 52 districts involving financial operations and reporting requirements;

1.7 attend meetings of the SEANC Executive Committee, Board of Governors, Audit Committee, Planning Committee and other committees requiring information concerning fiscal operations;

1.8 Be bonded or insured by a North Carolina licensed bonding company/insurance company for the sum of at least $100,000 with cost of the bond/insurance to be paid by SEANC.

ARTICLE VIII. ELECTIONS AND VACANCIES

SECTION 1. STATE OFFICERS

Officers shall include the President, First Vice-President, Second Vice-President, Treasurer and Immediate Past-President. All officers except the Immediate Past-President shall be elected from nominees submitted by the Board of Governors to the annual convention or from nominations from the floor at the annual convention. The names of all candidates shall appear on the official ballot.

1.1. Candidates for office should announce their candidacy in writing or in person to the Board of Governors no later than 45 days prior to the annual convention.

1.2. The term of office for all officers shall be one year and begin October 1 following the adjournment of the annual convention. Officers will continue to serve until a successor is appointed and duly installed.

1.3. Officers may hold the same office for two consecutive terms.

1.4. To be eligible for office, a nominee shall be an active member of SEANC.

1.5. The method of election shall be by ballot unless the candidate is unopposed and elected by acclamation.

1.6. No absentee ballots or proxy votes shall be cast at the annual convention.

1.7. A simple majority of the total votes cast shall be required for the election of each officer.

1.8. In the event that there are three or more candidates for an office and the candidate receiving the highest number of votes does not receive a majority of votes cast, the candidates receiving the lowest number of votes will be dropped from the ballot and the two candidates receiving the highest vote totals will be subject to a run-off election. If one of the two candidates elects to withdraw before the run-off election, then the other would be elected. The run-off election will be held prior to the adjournment of the annual convention.

1.9. At the conclusion of the voting, the chairperson of the State Bylaws Committee will announce the total votes received by each candidate seeking that office to the delegates of the convention.

1.10. In the event that the President is elected to a second consecutive term, the Immediate Past-President will continue to serve as an officer.

1.11. In the event that the office of Immediate Past-President becomes vacant, the next in-line Immediate Past-President shall return to office. The line of succession shall continue until a Past-President is found to fill the office vacated.

1.12. Should the office of President become vacant, the First Vice-President shall succeed to the office of President.

1.13. Should a vacancy occur in the office of First Vice-President, the Second Vice-President shall succeed to the office of First Vice-President.

1.14. Should a vacancy occur in the office of Second Vice-President or Treasurer, the President, with the consent of the Board of Governors, shall appoint a person to fill the vacancy for the remainder of the unexpired term.

SECTION 2. District Officers

District officers shall include a chairperson and other officers that each district deems necessary. The nomination and election procedures for each district shall be delineated in the bylaws of the district.

SECTION 3. Regional Representatives

Regional representatives shall be elected by their respective district chairpersons at the incoming Board of Governors meeting during the annual convention. An alternate representative who shall serve in the absence of the regional representative will also be elected. Election will be by separate ballot, one being for a Regional Representative and one for an Alternate Regional Representative.

3.1 Regional representatives may hold the same office for no more than two consecutive terms.

SECTION 4. Alternate Delegates

In the event that an elected delegate cannot attend the annual convention, the chairperson of the district shall designate an alternate delegate to fill that slot. If an alternate delegate is not available, any member of the district may be appointed by the district chairperson to serve as a delegate during the convention, consistent with district bylaws.

SECTION 5. Removal of Officers

The Board of Governors shall have the authority to remove from office, for just cause, any member of the Board of Governors or the State Executive Committee. Removal may occur only after charges and specifications are made in writing and the person charged has been given an opportunity to explain or defend the action questioned.

Removal will require a two-thirds vote of the Board of Governors and written notice to all parties involved.

5.1. A district Executive Committee shall have the authority to remove from office any member of the Committee so long as the district's bylaws grant that authority and includes a procedure for such action.

SECTION 6. SEIU Convention Delegates

Elections of SEANC delegates to SEIU conventions shall be conducted in compliance with Title IV of the Labor-Management Reporting and Disclosure Act of 1959, as amended, and in accordance with the SEIU Constitution and Bylaws and provisions of this Section.

6.1 One delegate shall be elected from each SEANC district by the members of the district, and five delegates shall be elected by all SEANC members by statewide election. A sufficient number of additional delegates shall be elected by state-wide election to fill out the total number of delegates allotted to SEANC by the SEIU Constitution. Should the number of delegates allotted to SEANC fall below the number of SEANC districts plus five, the delegates filling the allotment shall be the five delegates elected by statewide election, with the remainder being selected at random from among all the delegates elected by the districts.

6.1.1 Should a statewide delegate be unable to attend the convention, the alternate delegate shall be the losing statewide candidate who received the next highest number of votes and who has not yet been selected as an alternate delegate. If no statewide candidate is available to be the alternate, then the alternate shall be the next available candidate receiving the highest number of votes in the delegate election of the largest remaining district which does not yet have an elected or alternate delegate or, if all districts have an elected or alternate delegate, the alternate shall be the next available candidate who received the highest number of votes in the largest district that does not already have two delegates.

6.1.2 Should an elected delegate from a district be unable to attend the convention, the alternate delegate shall be the candidate in that district who received the next highest number of votes, and succeeding replacements, if needed, shall be the candidate receiving the next highest number of votes until either an available alternate is selected or the list of candidates in that district has been exhausted. If no candidate from a district is available to attend the convention, then the alternate for that district's delegate shall be the statewide candidate with the highest number of votes who was not elected and has not yet been selected as an alternate. If no statewide candidate is available to serve as a delegate, then the procedures in 6.1.1, above, shall be followed to select the alternate.

6.2 Promptly after SEIU notifies SEANC of the likely number of delegates allotted for the upcoming convention, notification of nominations and elections of delegates

shall be mailed to all SEANC members. Any SEANC member who has been a member in continuous good standing for the two years immediately preceding the nomination is eligible for nomination as a delegate. Any member in good standing as of eligibility date of the election, regardless of length of membership, is eligible to vote in the election of delegates.

6.3 Election of all delegates shall be by secret ballot after a reasonable period for campaigning by the nominees. The single candidate in each district delegate election and the candidates in the statewide delegate elections, in the number needed to fill the delegate slots to be so elected, who receive the highest number of votes cast will be declared elected. Any tie votes will be decided by a coin toss.

6.4 Rules for conducting these elections shall be adopted by the Executive Committee and shall be made part of the SEANC Operations Manual.

ARTICLE IX. STANDING COMMITTEES

State standing committees are those committees authorized to report directly to the annual convention and shall include the chairperson or alternates of each district's standing committees. A chairperson for the State standing committees shall be appointed by the President**.**

SECTION 1. State Bylaws Committee

The State Bylaws Committee shall have the exclusive responsibility to receive and consider all proposals affecting any changes whatsoever in the Bylaws of SEANC.

1.1. Article XIV of these Bylaws places this responsibility in the hands of this Committee alone and prescribes the only method of presenting amendments to the Bylaws at the annual convention.

1.2. The State Bylaws Committee shall assume such additional duties as may be assigned in connection with the conduct of SEANC elections at the annual convention**.**

SECTION 2. State Policy Platform Committee

The State Policy Platform Committee shall be responsible for receiving, considering, or initiating changes in the Policy Platform and administrative programs of SEANC. The Committee shall submit recommended amendments to the Policy Platform and administrative programs of SEANC to the annual convention. In response to issues that arise between the State Policy Platform meeting and SEANC's annual convention, the SEANC Board of Governors may propose amendments for inclusion in the Policy Platform report at convention. SEANC Policy Platform objectives shall be determined by adoption and modification of the Policy Platform approved by the annual convention.

SECTION 3. Audit Committee

The Audit Committee may assist the President as requested and shall assist the Treasurer and Chief Financial Officer (CFO) in the oversight of all SEANC financial matters at both the state and district levels.

3.1. Duties

The Audit Committee shall have the following duties:

1. Meet not less than six times per year with the Treasurer to review disbursements including credit card charges and wire transfers.
2. Review financial statements given to the Board of Governors.
3. Select an independent North Carolina licensed, Certified Public Accountant experienced in servicing non-profit employee associations to prepare the annual audit and financial reports included therein, acting as liaison with the selected auditor during the engagement.
4. Follow up on audit recommendations to ensure necessary improvements have been made by the Treasurer and SEANC staff.
5. Issue a report of findings and corrective actions to the State Executive Committee, Board of Governors, the Planning Committee and the annual convention and publish these on the SEANC website with an executive summary published in the SEANC Reporter.
6. Receive and investigate allegations or concerns involving financial operations, fraud or financial mismanagement at the state or district level and report findings to the Board of Governors.
7. Review and recommend changes to the Financial Management section of the SEANC Operations Manual.
8. Review and audit district financial reports and operations to ensure compliance with SEANC Bylaws, SEANC Operations and Procedures Manual, IRS regulations and other applicable state and federal laws and regulations.
9. Approve fines against SEANC districts for failure to submit financial reports in compliance with the SEANC Operations Manual.
10. Other financial related duties authorized by the SEANC Executive Committee and Board of Governors.

3.2. Audit Committee Members

The Audit Committee shall consist of twelve members elected by the annual convention. The President shall appoint a chairperson. The chair or their designee will present a report to the Executive Committee at least quarterly.

3.3. Experience

Members of the Audit Committee shall have financial related experience including, but not limited to agency budgeting, auditing, fraud investigation, accounting

principles, serving as Treasurer of SEANC or other organizations, business operations/reimbursement, compliance officer or similar related experience. Candidates for the Audit Committee must submit a resume of relevant experience to be screened by the Audit Committee with a report made to the Board of Governors.

3.4. Term of Office

The Audit Committee term of office shall be staggered and based on votes received as follows:

- 3-Year Terms: Four highest votes
- 2-Year Terms: Four second highest votes
- 1-Year Term: Four lowest votes

Members may not serve more than two elected consecutive terms.

3.5. Audit Committee Members

The President with the approval of the Board of Governors may appoint an Audit Committee for SEANC FY 2015-2016. Thereafter, members will be elected by the annual convention.

3.6. Vacancies

Should a vacancy occur among the at-large members, the Audit Committee shall appoint a person to fill the vacancy from approved candidates for the remainder of the unexpired term with the approval of the Board of Governors.

ARTICLE X. SUBSIDIARY BODIES

Subsidiary bodies shall be semiautonomous groups whose functions are an ongoing part of the program of SEANC. Each shall have a governing body and bylaws.

SECTION 1. SEANC Scholarship Grant Foundation

The purpose of the SEANC Scholarship Grant Foundation shall be to administer funds and assets which accrue to the Foundation for the purpose of granting scholarships to active members of SEANC and the spouses and dependent children of said members for study at recognized and accredited schools, colleges, universities, trade schools and other institutions of learning.

1.1. The Foundation shall invest funds and utilize assets of the Foundation so as to generate scholarship monies and ensure the perpetual existence of the Foundation.

1.2. The SEANC Scholarship Grant Foundation shall be governed by the Articles of the Corporation and by those Bylaws drawn and adopted by the Board of

Directors of the Foundation, except that the Bylaws and amendments thereto shall be subject to the advice and consent of the Board of Governors.

1.3. An audit of Scholarship funds shall be made at least annually, the cost of this audit to be paid from Scholarship funds. The audit shall be made by an independent, North Carolina licensed, Certified Public Accountant selected by the State Executive Committee.

SECTION 2. SEANC Insurance Board of Trustees

It shall be the purpose of the Insurance Board of Trustees to promote Group Insurance Programs of SEANC and to serve the Board of Governors in an advisory capacity for any matter relating to group insurance and the administration thereof.

2.1. All group insurance funds shall be used for the administration of group insurance programs and benefit of SEANC.

2.2. The Insurance Board of Trustees shall be governed by the Bylaws of the Board of Trustees, except that the Bylaws and amendment thereto shall be subject to the advice and consent of the Board of Governors.

2.3. An audit of all insurance funds shall be made at least annually, the cost of this audit to be paid from insurance funds. The audit shall be made by an independent, North Carolina licensed, Certified Public Accountant selected by the State Executive Committee**.**

SECTION 3. Employees Political Action Committee (EMPAC)

The purposes of EMPAC shall be to influence the nomination and election of candidates for public office who demonstrate a commitment to responsible government and to the welfare of state employees and their families and to educate SEANC membership and the candidates for elective office regarding issues affecting state employees.

3.1. The EMPAC shall operate with SEANC as its parent entity, but shall be governed by the State EMPAC Committee as authorized by the EMPAC Bylaws. These Bylaws may be amended at the SEANC annual convention by a majority vote of the delegates present.

3.2. An audit of all EMPAC funds shall be made at least annually, the cost of this audit to be paid from EMPAC funds. The audit shall be made by an independent, North Carolina licensed, Certified Public Accountant selected by the State Executive Committee.

ARTICLE XI. ADVISORY AND SPECIAL COMMITTEES

Advisory Committees shall perform the duties specified in the Bylaws.

SECTION 1. State Membership Committee

The State Membership Committee shall be comprised of a chairperson and one member from each region to be appointed by the President.

1.1. The purpose of the Membership Committee shall be to plan and pursue a vigorous program to recruit and retain membership in SEANC**.**

1.2. The Membership Committee shall report to the President and the Board of Governors.

SECTION 2. Planning Committee

The SEANC Planning Committee shall be chaired by the First Vice President and comprised of three representatives from each of the SEANC regions appointed by the President. Regional representatives will serve a three year term with no person serving consecutive terms. Should a vacancy occur, the President shall appoint a person from the appropriate region to fill the unexpired term. The Treasurer, Second Vice President and Insurance Board of Trustees shall be voting members of the Planning Committee.

2.1. The purpose of the Planning Committee shall be to facilitate the process of long range planning for SEANC, specifically the initiation of development and subsequent maintenance of a five-year plan relative to SEANC operations.

2.2. In cooperation with the President, Executive Director and Treasurer, the Committee shall prepare a balanced budget for presentation to the Board of Governors and shall have authority vested within to recommend cutbacks or revenue increases to ensure that SEANC operates within a balanced budget**.**

2.3. The Planning Committee shall report to the Executive Committee and the Board of Governors and, from time to time, accept specific charges which facilitate the work of the Association.

SECTION 3. Retiree Council

The Retiree Council shall be comprised of three retired members elected from each SEANC region by delegates at the annual convention. Members of the Council will be elected for a staggered three-year term with no person serving more than two consecutive terms. The Council will elect a Chair and Vice Chair from its membership. Should a vacancy occur in the membership of the Council, the Council shall nominate for appointment by the SEANC President a retired member from the appropriate region to fill the unexpired term.

3.1. The purpose of the Council is to recommend to the President and Board of Governors a course of action on retiree issues; to identify policy platform issues regarding retirees; and to assist in disseminating information to retirees.

3.2. The Retiree Council shall report to the President of SEANC and the Board of Governors.

SECTION 4. Financial Advisory Council

The Financial Advisory Council shall be made up of the President, one Board Member appointed by the President, the chairperson of the Insurance Board of Trustees, the Executive Director and the Finance Director. The Treasurer will act as chairperson.

4.1. The purpose of the Council is to administer the short and long-term investment portfolio and the administrative oversight for benefit programs approved for SEANC employees.

4.2. The Council shall report to the Executive Committee and the Board of Governors.

SECTION 5. Emerging Leaders Council

The Emerging Leaders Council shall be comprised of a Chairperson and three members from each SEANC region, appointed by the SEANC President. The Chairperson shall serve a one-year term. Members of the Emerging Leaders Council will serve a staggered three-year term with no person serving consecutive terms. Should a vacancy occur, the SEANC President shall appoint a member from the appropriate region to fill the unexpired term.

5.1 The purpose of the Emerging Leaders Council is to recommend to the SEANC President and Board of Governors a course of action on policy platform issues and other issues relevant to active state employees; and to assist in increasing participation of and disseminating information to those employees.

5.2 The Emerging Leaders Council shall report to the SEANC President and Board of Governors.

5.3 Priority consideration will be given to current members of the Youth Council who have unexpired terms as of September 30, 2016. The incumbent SEANC President for SEANC fiscal year October 1, 2016 through September 30, 2017 and October 1, 2017 through September 30, 2018 shall ask those members with unexpired terms if they desire to finish their term on the new council. On October 1, 2018 this section (5.3 under Article XI Section 5) will automatically be deleted without need of a new bylaws vote at convention since it will no longer be necessary or relevant at that time.

SECTION 6: Policy Platform Advisory Committee

The Policy Platform Advisory Committee shall be comprised of two representatives from each of the regions and who are appointed by the President. The Chairperson shall be the same person appointed to chair the Policy Platform Committee. Representatives will serve two-year, staggered terms with no person serving consecutive terms. Should a vacancy occur, the President shall appoint a person from the appropriate region to fill the unexpired term.

6.1 The duties of the Policy Platform Advisory Committee are to review the policy platform and recommend changes and issues for further study, assist districts in preparation of objectives, research and publicize objectives, prepare background papers as needed, educate members on objectives, receive proposed policy objectives, combine similar objectives, revise the wording of objectives and make recommendations on passage to the Policy Platform Committee. The Policy Platform Advisory Committee shall also track objectives scheduled for deletion, revise the policy platform as directed by the Policy Platform Committee and prepare and proof policy objective documents for Convention.

6.2 The Policy Platform Advisory Committee shall report to the SEANC President and Board of Governors.

SECTION 7. Personnel Benefits Committee

The Personnel Benefits Committee shall be comprised of two representatives from each of the regions appointed by the President. Members will serve two-year, staggered terms with no person serving consecutive terms. One committee member shall be appointed by the President to serve as Chairperson for one year. Should a vacancy occur, the President shall appoint a person from the appropriate region to fill the unexpired term.

7.1 The Personnel Benefits Committee shall research and make recommendations on issues related to the State Health Plan, the Retirement System, other work benefits, mediation, grievance procedures, collective bargaining, meet and confer, executive orders, relations with like-minded organizations and membership in and relations with SEIU International. The committee shall be responsible for educating members as appropriate on matters within its purview.

7.2 The Personnel Benefits Committee shall report to the SEANC President and Board of Governors.

SECTION 8. Special Committees

The President may appoint special committees as needed or as directed by the Board of Governors.

ARTICLE XII. MEETINGS

SECTION 1. Annual Convention

SEANC will hold an annual convention which shall meet at a time and place approved by the Board of Governors.

1.1. The voting delegates to the annual convention shall consist of the officers, Insurance Board of Trustees' chairperson, Retiree Council chairperson, and the district delegates. Each delegate shall be entitled to vote on each question.

1.2. Each district shall be represented at the annual convention and shall be entitled to 7 delegates for the first 350 members. Districts shall have one (1) additional delegate for each additional 75 members or any major portion thereof.

1.3. Certification of the membership of each district shall occur 15 calendar days prior to the first day of the annual convention. Notification of the certified membership and the delegate strength of each district shall be made before the Monday preceding the annual convention.

1.4. The President of SEANC shall be responsible for making arrangements to record the annual convention.

1.5. The annual convention agenda shall include time for delegates to rank their top ten policy platform objectives.

SECTION 2. Quorum for Meetings

Quorum for meetings shall be as follows:

2.1. A quorum for the annual convention shall be a majority of the delegates eligible to vote at that meeting.

2.2. A quorum for any meeting of a board, council, or committee of SEANC shall be a majority of the membership of that group.

2.3. A quorum for district meetings shall be determined by each district and shall be stated in the district's bylaws.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

The proceedings of all meetings of SEANC and its constituent bodies shall be governed by the applicable provisions of the most current edition of Robert's Rules of Order.

ARTICLE XIV. AMENDMENTS

These Bylaws may be amended at any annual convention by a simple majority of the total votes cast, except that a two-thirds vote is needed to amend Articles I, II, IV, V, XII, and XIV, provided that:

1.1. the amendment has been passed by at least one district of SEANC at its annual meeting,

1.2. the amendment is submitted to the State Bylaws Committee within 10 business days after approval by vote at a district's annual meeting but no later than July 15 and

1.3. the State Bylaws Committee has voted to approve presentation of the amendment for a vote at the annual convention.