



# **BYLAWS**

**As amended by the  
2023 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, SEANC staff, former scholarship winners, and those individuals who do not qualify for an active membership whose spouse, parent, or grandparent were active members of SEANC, or the SEANC member has passed away on or after October 1, 2016
- 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/permanent part-time SEANC employees who are active members of SEANC shall not exercise these rights. (9/23)

## **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. (9/23)
- 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 approval and the dues required shall be established by the Board of Governors and defined in the Operations Manual. (9/23)

## **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.

## **SECTION 8. Rebate of Membership Dues**

The SEANC Treasurer through the SEANC Chief Financial Officer shall, within 30 days of collection, rebate 20% of the membership dues to the district from which they were collected except for dues paid by affiliate organizations. (9/23)

- 8.1** Effective October 1, 2023, the SEANC Treasurer shall reduce the rebate to each district by \$.50 per member per month and apply those funds to the SEANC Reserves, to be approved for disbursement by the SEANC Board of Governors until September 30, 2025.
- 8.2** In the event of a fiscal emergency in which projected income is insufficient to meet the approved SEANC budget for six months, the Executive Committee is authorized to suspend, in whole or in part, the rebate of membership dues to the districts until the next scheduled meeting of the Board of Governors or 90 days after implementation to suspend rebates to districts. Any such suspension is subject to review, rescission, or extension by vote of the Board of Governors.
- 8.3** In the event of a technology or financial accounting system failure, the Executive Committee is authorized to suspend, in whole or in part, the rebate of membership dues to the districts until the impacted system is corrected and accurate rebates can be disbursed. If the amount of time to correct the system exceeds 60 days, the Executive Committee is authorized to disburse rebates to the districts on an emergency basis. For purposes of disbursing rebates to the districts on an

emergency basis, an emergency is defined as a district providing evidence to the Executive Committee that they lack financial resources to meet monthly obligations that may come due in the six months following the date of suspension of rebates. Rebates paid to a district on an emergency basis shall not exceed the total of the last two months of rebate dues disbursed to that district. The Board of Governors must approve any suspensions at the next Board of Governors meeting not to exceed 100 days. (9/23)

**8.4** In the event the Executive Committee or Board of Governors, pursuant to Article III, Sections 8.2 and 8.3, suspends any rebate of membership dues for a period exceeding 30 days, the Executive Committee, with the approval of the Board of Governors shall be authorized to issue assessments to individual districts for the purpose of maintaining SEANC's solvency. The Executive Committee shall endeavor to make assessments among districts in a fair and proportional manner. Upon receiving an assessment from the Executive Committee, a district treasurer shall remit the amount specified in the assessment within 10 business days. Assessments shall apply solely to funds accumulated from membership dues rebates. (9/23)

**8.5** At such time as the SEANC Executive Committee and Board of Governors determine that SEANC is no longer in danger of insolvency, the Board of Governors shall determine when assessments paid by districts can be refunded. The process for providing refunds of assessments is set forth in the Operations Manual. (9/23)

## **ARTICLE IV. ORGANIZATION**

### **SECTION 1. Governance**

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

**1.1** SEANC was approved for 501(c) (5) exempt status by the Internal Revenue Service and therefore shall comply with the Internal Revenue Code at all times. (9/23)

### **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 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. (9/23)

- 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 as set forth in the Operations Manual. (When processes for ensuring Executive Committee compliance are added or deleted in the Operations Manual, the Board of Governors shall approve those changes at their next scheduled meeting before the processes go into effect.). (9/23)
  - 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 as set forth in the Operations Manual. (9/23)
- 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 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: (9/23)

- 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 directed by the Operations Manual, with district chairpersons to keep them informed of SEANC issues that may arise between Board of Governors meetings; (9/23)
- 5.2. Attend district meetings to disseminate required information to and from SEANC headquarters provided in the Operations Manual; (9/23)
- 5.3. Chair the respective regional breakout sessions, at the Board of Governors meetings and present the results of those meetings to the Board of Governors as set forth in the Operations Manual; (9/23)
- 5.4. Convene meetings of the district chairpersons as set forth in the Operations Manual. (9/23)

## **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 as long as these chapters or subunits act in accordance with the policies and procedures set forth in the Operations Manual; however, these entities shall not have representation on the Board of Governors. (9/23)

- 6.1. Each district shall adopt bylaws to govern that district consistent with the format provided in the Operations Manual. In accordance with SEANC's obligation and mandate to comply with state and federal laws, all district bylaws shall be uniform and consistent with the Bylaws of SEANC. Any district that proposes to adopt bylaws outside of the uniform structure must follow the procedures outlined in the

Operations Manual for that purpose. 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. (9/23)

- 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 scheduled by the district following consultation with the Executive Committee of SEANC no later than April 1<sup>st</sup> of each year. (9/23)
- 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.

## **SECTION 7. Organizational Independence**

SEANC shall not affiliate permanently or irrevocably with any other association, union, or organization and any such affiliation is hereby null and void. (9/23)

## **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 those duties outlined in the Operations Manual. (9/23)
- 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 chairperson and shall be published in the next SEANC newsletter; (9/23)
- 1.4. Appoint all State committee chairpersons, with the exception of the Audit, Insurance Board and Retiree Council Committee Chairs, unless otherwise provided for in the Bylaws; (9/23)
  - 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 and those duties outlined in the Operations Manual. (9/23)
- 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 and those duties outlined in the Operations Manual. (9/23)
- 3.3. Serve as member of the SEANC Planning Committee.

### **SECTION 4. Treasurer**

The Treasurer of SEANC shall be the chief liaison between the Chief Financial Officer of SEANC, the Executive Committee, and the Board of Governors on all fiscal matters for SEANC. In addition, the Treasurer shall: (9/23)

- 4.1. In concert with the President, Executive Director, SEANC Chief Financial Officer and the 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; (9/23)
- 4.2. Approve all disbursements consistent with policies approved by the Board of Governors;
- 4.3. Ensure an unaudited financial statement is prepared monthly reflecting current month and fiscal year-to-date income, expenditures, and unexpended balances of all items in the budget. Ensure a financial statement is submitted to the Board of Governors by the 10th of the following month for which statement is prepared. The Treasurer will ensure that the most current monthly financial statement shall also be submitted to the annual convention; (9/23)
- 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. Ensure the following: 1) a balanced budget, 2) budget transfers are made within line items as authorized by the State Executive Committee, 3) ensure a report all budget transfers is provided at the next meeting of the Board of Governors; (9/23)
- 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, serve as an ex-officio member of State standing committees and perform other duties as provided in the Operations Manual. (9/23)

## **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. (9/23)

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 all SEANC's 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 VII - A. Internal Auditor** (9/23)

The Internal Auditor employed by SEANC will report directly to the Executive Director and the Executive Committee, with daily oversight by the SEANC Executive Director. The Internal Auditor will implement an Internal Audit Program for all components of SEANC, as defined in the Operations Manual. (9/23)

- 1.1** 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. (9/23)

## **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 State officers shall be a two-year term and begin on October 1, 2018, following the adjournment of the annual convention. Officers will continue to serve until a successor is appointed and duly installed.
- 1.3. State Officers elected or appointed to serve the remainder of a term on or after September 6, 2018, may not thereafter be elected or appointed to serve a consecutive term in the same office.
- 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. The immediate Past President will serve as an officer concurrent with the current 2-year term of the elected SEANC President.
- 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 treasurer at a minimum. These officers, at a minimum, must be bonded in accordance with the Operations Manual. Other officers can be elected if the district deems the positions necessary and they are defined in the district bylaws. The duties of district treasurers shall be defined in the Operations Manual and shall be uniform and required for all districts. The nomination and election procedures for each district shall be delineated in the bylaws of the district. (9/23)

## **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. The process for removal is outlined in the Operations Manual. (9/23)

- 5.1. A district Executive Committee shall have the authority to remove from office any member of the 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. The process for removal is outlined in the Operations Manual. (9/23)



## **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, with the exception of the Audit Committee, Retiree Council, and Insurance Board Chairs. Members of all standing committees can be removed. 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 requested. The removal process is outlined in the Operations Manual. (9/23)

### **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, Chief Financial Officer (CFO) and Internal Auditor in the oversight of all SEANC financial matters at both the state and district levels. The Audit Committee will perform duties defined in the Operations Manual. (9/23)

#### **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 Executive Committee and 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. Make audit recommendations on districts who have been fined by the SEANC office 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. Applications for election to the Audit Committee will be accepted by July 15 of each year. There will be no nominations for the Audit Committee accepted from the floor at the annual convention. The Audit Committee members will elect a Chair and Vice Chair at the first meeting after the conclusion of the annual convention and 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 an application of relevant experience to be screened by the Audit Committee with a report made to the Board of Governors.

### **3.4. Term of Office**

New Audit Committee members will be elected for 3-year terms at the Annual Convention. Members may not serve more than two elected consecutive terms.

### **3.5. Vacancies**

Should a vacancy occur, 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.

## **SECTION 4. SEANC Insurance Board**

It shall be the purpose of the Insurance Board 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. (9/23)

- 4.1** All group insurance funds shall be used for the administration of group insurance programs and benefit of SEANC. (9/23)
- 4.2** The Insurance Board shall be governed by the SEANC Bylaws. (9/23)
- 4.3** An audit of all insurance funds shall be made at least annually, the cost of this audit to be paid from SEANC funds. The audit shall be made by an independent, North Carolina licensed, Certified Public Accountant selected by the State Executive Committee. (9/23)
- 4.4** The Insurance Board shall be comprised of two (2) premium paying insured members from each region of SEANC, to be elected by the delegates of each region, at the annual convention. The ballot shall be composed of no more than one candidate from each SEANC District. Each District candidate shall be selected by the District Executive Committee. The ballot shall be in regional grouping to reflect all geographical regions. In each of the geographical regions, the nominee receiving the highest number of votes will serve a two (2) year term. In succeeding annual elections, one board member from each general geographical region shall be elected in like manner for a term of two (2) years.

In addition to the elected members, there shall be one (1) Presidential appointee, a premium-paying member.

No single District will be allowed more than one (1) member, and this limitation will also apply to the Presidential appointee. If a District has a member of the Insurance Board whose term is not expiring September 30 following, the district will not be allowed to place a nominee on the current year ballot. The District Executive Committee who is allowed a nominee may submit the name of a member of their District, along with a brief resume of the nominee, to the Director of Member Services and Insurance Board's Chairperson no later than July 15th. The Insurance Board Chairperson is to submit the names of all nominees to the State Bylaws Chair by August 1st. Voting members of the Insurance Board are the elected members and the Presidential appointee. (9/23)

- 4.5** The term of office for the Presidential appointee shall be one (1) year. Elected members terms shall be for two (2) years.

All terms are to begin on October first (1) following the respective appointment or election.

In the event that a natural disaster shall prevent the convening of the Annual Convention of SEANC, the board members shall serve until successors have been elected. (9/23)

- 4.6** A vacancy on the Insurance Board will be created when a Member for any reason leaves State service other than by retirement, resigns from the Insurance Board, terminates their insurance, or is transferred. A transfer for the purpose of this article is when a person elected to represent a particular geographical region is transferred outside of that region. It is not intended to preclude transfer between Districts within a particular region.

In order to fill the vacancy of an elected Member, the following procedure will be used:

The candidate who finished second in the balloting in which the departing Member was elected will fill the remainder of the unexpired term. In the event that the number two candidate is unavailable, the available candidate next receiving the most votes will fill the vacancy. In the event that no candidate on the original ballot is available, said position will be filled by a simple majority vote of the Insurance Board.

The President of SEANC will appoint a new Member to complete the unexpired term of the Presidential appointee. (9/23)

- 4.7** The officers of the Insurance Board shall be the Chairperson and Vice Chairperson, Members of the Insurance Board, from within their own membership, shall elect the Chairperson and Vice Chairperson of the Insurance Board and no elected officer shall hold the same office for more than two (2) consecutive terms. Election shall take place at the first meeting of the new Insurance Board. The current Chairperson shall be responsible for calling the first meeting of the succeeding year and shall continue to serve as Chairperson until a new Chairperson is elected. The term of office for both Chairperson and Vice Chairperson will be one (1) year. A person will be appointed by the Chairperson of the Insurance Board to serve as secretary and will be a non-voting member.

The Chairperson shall preside at all meetings of the Insurance Board. The Vice Chairperson shall preside in the absence of the Chairperson. In the absence of both the Chairperson and the Vice Chairperson, the Chairperson may, at his/her discretion, arrange for a presiding officer pro tempore. The Chairperson shall appoint all committees, unless otherwise provided, and shall perform such other duties as may be delegated by the President, the Annual Convention, Board of Governors, and such other duties as are usually incumbent upon the office of Chairperson.

The Chairperson of the Insurance Board shall serve as a voting member of the SEANC State Executive Committee.

The Chairperson of the Insurance Board shall serve as a voting member of the SEANC Board of Governors.

The Chairperson of the Insurance Board shall serve as a voting member of the Investment Advisory Committee.

The Chairperson of the Insurance Board shall serve as a voting member of the Planning Committee.

The Vice Chairperson shall perform duties as assigned by the Chairperson and shall exercise the functions of the Chairperson in case of absence or incapacitation of the Chairperson.

The secretary shall maintain minutes of all meetings of the Insurance Board and be responsible for the distribution of copies of the minutes to all members of the Insurance Board and SEANC Officers. The Secretary will also assume such other duties as assigned by the Chairperson of the Insurance Board. (9/23)

- 4.8** Under the direction of the Board of Governors, the Executive Director shall be responsible for the collection of insurance premiums and issuance of all monies received and disbursed; and shall maintain an up-to-date record of the amount and location of all monies of deposit or held in trust and savings accounts.

All Insurance funds shall be used for the administration of the Insurance Programs and the benefit of SEANC.

The SEANC Internal Auditor will ensure 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 a North Carolina licensed Certified Public Accountant selected by the State Executive Committee.

The Insurance Board may request additional audit/(s) of specific Insurance funds by a Certified Public Accountant, selected by the Insurance Board and cost will be paid from the Insurance funds subject to approval of the State Executive Committee. (9/23)

## **SECTION 5. 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. The schedule and process for meetings shall be defined in the Operations Manual. (9/23)

- 5.1** The purpose of the Membership Committee shall be to plan and pursue a vigorous program to recruit and retain membership in SEANC. (9/23)
- 5.2** The Membership Committee shall report to the President and the Board of

## **SECTION 6. 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. These regional representatives shall serve for a three-year term. No regional representative shall serve consecutive terms. Should a vacancy occur, the President shall appoint a person from the appropriate region to fill the unexpired term. In addition to the First Vice-President and the regional representatives, the Treasurer, Second Vice- President, and Chair of the Insurance Board shall be voting members of the Planning Committee. The schedule and process for meetings shall be defined in the Operations Manual. (9/23)

- 6.1** 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. (9/23)
- 6.2** In cooperation with the President, Executive Director, Treasurer and Chief Financial Officer, the Committee shall prepare a balanced budget for presentation to the Board of Governors and shall have authority vested within to recommend revenue increases and/or reductions to ensure that SEANC operates within a balanced budget. The budget process shall be defined in the Operations Manual. (9/23)
- 6.3** The Planning Committee shall report to the Executive Committee, the Board of Governors, and Annual Convention and carry out any directives made by either body. (9/23)

## **SECTION 7. 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. (9/23)

- 7.1** The purpose of the Retiree 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. (9/23)
- 7.2** The Retiree Council shall report to the President and Board of Governors. (9/23)

## **SECTION 8. Emerging Leaders**

The Emerging Leaders Council shall be comprised of a Chairperson and three Members from each SEANC region, appointed by the SEANC President. Members of the Emerging Leaders Council will serve a staggered three-year term. Should a vacancy occur, the SEANC President shall appoint a member from the appropriate region to fill the unexpired term. The schedule and process for meetings shall be defined in the Operations Manual. (9/23)

- 8.1 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. (9/23)

## **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. A subsidiary body shall be subject to internal review at any time by the SEANC Executive Director, Executive Committee and Board of Governors. (9/23)

### **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. Employees Political Action Committee (EMPAC) (9/23)**

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.

- 2.1 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.
- 2.2 An audit of all EMPAC funds shall be made at least every two years after the completion of an election cycle, 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 defined in the Operations Manual. (9/23)

### **SECTION 1: Policy Platform Advisory Committee** (9/23)

The Policy Platform Advisory Committee (PPAC) serves as a subcommittee of the State Policy Platform committee and is chaired by the State Policy Platform Chairperson who is appointed by the President. The PPAC is comprised of one District Policy Platform Chairperson from each of the five SEANC regions and at least five regional members at-large including at least one member from the Board of Governors. The immediate past Policy Platform Chairperson serves as an advisor to the PPAC.

### **SECTION 2. Special Committees** (9/23)

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 chairperson, Retiree Council chairperson, and the district delegates. Each delegate shall be entitled to vote on each question. (9/23)
- 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 on July 31<sup>st</sup> before the annual convention. Notification of the certified membership and the delegate strength of each district shall be made within 5 business days of the certification of



membership.

- 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.

## **SECTION 3. Meetings Held Electronically**

Meetings may be conducted through use of Internet meeting services designated by the President that support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings shall be subject to all rules adopted by SEANC, to govern them, which may include any reasonable limitations on, and requirements for, members' participation. Any such rules adopted by SEANC shall supersede any conflicting rules in the parliamentary authority. An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

## **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 on the form approved by the Bylaws Advisory

Committee to the State Bylaws Committee within 10 business days after approval by a vote at a District's Annual Meeting but no later than July 15<sup>th</sup>.

- 1.3.** The State Bylaws Committee has voted to approve presentation of the amendment for a vote at the annual convention.
  
- 1.4.** Emergency exception: In the event that State or federal laws would be violated by language contained in any Bylaw or legal jeopardy to SEANC could occur based on language in a Bylaw, the Executive Committee could petition the Board of Governors to pass a resolution amending such language to achieve compliance that will not require a vote at the convention. However, a report of any emergency exceptions occurring during any year shall be reported at the annual convention. (9/23)