

CONSTITUTION AND BY-LAWS

OHIO STATE TROOPERS ASSOCIATION, INC.

(OSTA)

Preamble

We, the Troopers, Sergeants, Dispatchers, Communication and Electronic Technicians on active duty in good standing, believing that the best interest of ourselves, our employer, our communities, and the State of Ohio can be served by our entering into an association, free from outside influence or domination, with the purpose as hereinafter set forth in our Constitution do hereby unite with each other and adopt this Constitution to govern this Association.

Article 1
Name of the Organization

The name of the organization shall be the Ohio State Troopers Association Incorporated (Hereinafter called the O.S.T.A.).

Article 2.
Office-Place of Business

The principal office of the Association shall be in the County of Franklin, State of Ohio. The Association may have such other offices as may from time to time be designated by the Executive Board.

Article 3
Purpose

The purpose of this Association shall be:

- 1) To bargain collectively with the employer, while designated as the duly-elected or certified employee organization, that is representative of law enforcement professionals employed by the State of Ohio, Department of Public Safety, concerning grievances, labor disputes, wages, hours, terms and other conditions of employment pursuant to Chapter 4117 of the Ohio Revised Code:
- 2) To organize and maintain an organization of representation for the members of the Association:
- 3) To maintain an avenue of direct communication between the members of the Association and the Governor of the State of the State of Ohio, the Director of Public Safety, the Superintendent of the Ohio State Highway Patrol, the Civil Service Commission of Ohio and the Office of Collective Bargaining :
- 4) To secure and insure the rightful respect for the individual dignity of every member of the Association and law enforcement professionals.
- 5) To promote a sprit of cooperation and fellowship and to develop a high regard for the vocations of the law enforcement professionals.
- 6) To gather, receive and disseminate such information concerning law enforcement service and other employment standards as may be helpful to the membership in the pursuit of their calling;
- 7) To give cooperation to and arrange unified action with the administration heads of the State Departments for the betterment of the Departments, Agencies, and the Citizens of Ohio:
- 8) To develop pride and morale in the membership and Division so that the image projected by our members to the people we serve is an honest picture of dedicated law enforcement professionals exemplifying the best in all standards of the law enforcement professionals;
- 9) To receive, mange, invest, expend, and otherwise use moneys and property of this organization to achieve the objectives set forth in these Bylaws, as well as all

other rights and privileges afforded to non-profit corporations by the Ohio Revised Code and;

- 10) To furnish services to all individuals, groups or bodies as required to further the aims and purposes of the Association.

Article 4. **Membership**

- Section 1. Troopers, Sergeants, Dispatchers, CAD Specialists, Communication and Electronic Technicians who are assigned a bargaining unit by the State Employment Relations Board and are employed by the state of Ohio, Department of Public Safety, Division of Highway Patrol are recognized by this Association as being law enforcement professionals and are eligible for membership. Members will be accepted without regard to age, race, color, sex or religion, ancestry, national origin, physical disability, or sexual preference. All dues paying members have the right to participate in the affairs of the Association. Members of the Association shall pay monthly dues as determined by Article 12, as provided herein. Non-dues payers shall not be entitled to engage in the affairs of the Association, however such persons shall be entitled to all the benefits associated with membership. To be considered a member in good standing, a member must attend a minimum of three (3) lodge or Association events during the previous twelve (12) month period and be a Dues paying member. Only members in good standing shall be eligible to nominate, vote and hold office in the Association.
- Section 2. Each district shall elect one Trooper, Sergeant, Dispatcher or Communication Technician and Electronic Technician representative, who is in good standing as defined by Section 1, to the O.S.T.A. Negotiating Committee. The Unit 1 O.S.T.A. Negotiating Team shall consist of four (4) Trooper representatives, two (2) Dispatcher representatives and one (1) Electronic Technician representative. The representatives shall be elected amongst the committee members in each respective classification. The Unit 15 O.S.T.A. Negotiating Team shall consist of four (4) Sergeant Representatives, elected by the Unit 15 Negotiating Committee members. Each bargaining unit team shall elect a Chairperson. The bargaining committee shall work with the Executive Board of the Association and its representatives to secure the benefits set forth in these By-Laws.
- Section 3. Each member has the right to insist that his/her bargaining unit comply with these By-Laws and has the right to bring charges alleging By-Law violation to the attention of the Executive Board. The Executive Board shall adopt rules to provide for investigating said charge and implementing this section.
- Section 4. Members may be subject to disciplinary action according to the provisions in these By-Laws.

Section 5. The Chairperson of the bargaining unit shall oversee the actions of the Association's representatives assigned to their respective bargaining units. No staff representative or steward of the Association may, without prior approval of the bargaining unit chairperson, president, Executive Director or their designee enter in to any agreement between the employer or member of the bargaining unit that pertains to the administration of contract.

Conflicts between Chairperson and the Executive Director, staff representatives or associates regarding the administration of the contract shall be brought before the Executive Board for a hearing. At the conclusion of the hearing, the Executive Board shall render a final and binding decision regarding the dispute.

Section 6. Chairperson of the bargaining units represented by the Association shall be a member of the Executive Board.

Section 7. Members of the Association who are terminated from employment with the Ohio State Highway Patrol and subsequently file a grievance with the Association protesting such termination, shall remain members of the Association until final resolution of their grievance.

Article 5. **Honorary Membership**

Section 1. The Executive Board, may by a three-quarters affirmative vote, grant honorary membership in the Association to any individual. Such honorary membership may be terminated by a three-fourths vote of the Executive Board.

Article 6. **Officers and Executive Board**

Section 1. **President**

The President shall:

- a) be the Chief Executive Officer;
- b) be the Chairperson of the Executive Board;
- c) conduct the business operations of the Association; Act as judge of and declare the results of elections. Appoint all standing and special committees, subject to the approval of the Executive Board;
- d) have the authority to enter into Memoranda of Understanding (MOU), which will alter the negotiated terms of the collective bargaining agreement, after consultation with the Chairpersons of Bargaining Unit 1 and 15;
- e) have the authority to conduct the day-to-day operations of the Association. Such authority shall include, but not be limited to, the authority to enter into grievance and disciplinary agreements.
- f) direct the use of the corporate seal;

- g) be bonded and have authority to conduct the necessary business of the Association and shall be subject only to the order and direction of the Executive Board; and
- h) be a release person pursuant to Article 8 of the collective bargaining agreement between the State of Ohio and the Ohio State Troopers Association, Inc.

Section 2. Vice President

The Vice-President shall:

- a) in case of the absence or disability of the President perform the duties of the President required before and during such absence or disability;
- b) be a member of the Executive Board;
- c) in the event of a vacancy in the office of President, assume that position; and
- d) perform such duties as the President or Executive Board may assign.

Section 3. Secretary

The Secretary shall:

- a) be a member of the Executive Board;
- b) oversee all books and records of the Association;
- c) keep a record of all the proceedings of the Executive Board, annual membership, and any meetings of the membership;
- d) distribute the minutes of all meetings to the officers and directors within ten (10) days of such meetings;
- e) issue notices of all meetings of the members and the Executive Board that are required by these By-Laws or by the Executive Board;
- f) keep a copy of the Constitution and all amendments thereto;
- g) maintain an updated mailing list of Association membership;
- h) prepare and maintain all membership records;
- i) discharge such other duties pertaining to that office as shall be prescribed from time to time by the President or the Executive Board; and
- j) perform such duties as the President or Executive Board may assign.

Section 4. Treasurer

The Treasurer shall:

- a) review the accounting of all monies received and spent by the Association;
- b) submit to the Executive Board, on annual basis, an accounting of all monies;
- c) submit to the membership, at the Annual Conference, a written accounting of all monies;
- d) be bonded; and
- e) perform other such duties as prescribed by the President or the Executive Board.

Section 5. **Executive Board**

A. Members:

The Executive Board shall consist of the Executive Officers of the Association, the elected presidents of the nine (9) trooper lodges, and the elected bargaining unit chairpersons.

B. Duties of the Executive Board Members:

- 1) Each member shall be required to attend and take active part in the meeting of the Executive Board.
- 2) Each member shall pay prompt attention to any business arising from membership and keep the membership apprised of pertinent information.
- 3) Each member shall perform such duties the President or Executive Board prescribes.
- 4) Determine if additional full-time release personnel, pursuant to Article 8 of the collective bargaining agreement between the State of Ohio and the Ohio State Troopers Association, Inc. are necessary and make appropriate recommendations to the Combined Board for approval.
- 5) The Executive Board shall conduct itself in keeping with the powers and limitations prescribed by the Constitution and By-Laws in carrying out Association business.
- 6) The Executive Board shall keep a record of all formal action and decisions.
- 7) All recommendations to the Officers of the Association shall be written.
- 8) Each member of the Executive Board shall be required to take the Oath of Office Prescribed for officers of the Association as set forth herein.
- 9) The Executive Board of the Association shall have the power to act on all matters that come before the Association between annual meetings and act by majority vote of the members present and voting.
- 10) A quorum shall consist of fifty (50%) percent of the Board. Each member is entitled to one vote. Proxy voting shall only be permitted upon written authorization of the duly elected Board Member. In the event of a special meeting or a telephone poll deciding an issue, a quorum shall consist of (50%) percent of the Board Members eligible to vote.
- 11) The Executive Board may, hire and dismiss personnel and determine their wages and fringe benefits, and secure facilities necessary for the efficient operation of the Association.
- 12) The Executive Board shall establish policy and be responsible for the general operations of the Association.
- 13) The Executive Board shall meet at least three (3) times per year unless unusual circumstances require more frequent meetings.
- 14) The Executive Board may adopt, amend, or repeal any Rule or By-Law, which it deems necessary.

- a) To adopt, amend, or repeal any Rule or By-Law, the Board must comply with the provisions herein at Article XV.
 - b) No Rule or By-Law may be adopted which is in conflict with the Associations Constitution or Federal or State Law.
 - c) Any Rule or By-Law adopted by the Executive Board is binding on all members and bargaining units.
- 15) The Executive Board may order any bargaining unit found to be in violation of these By-Laws, any Rule of the Association, or any Rule or Law of the State of Ohio or United States of America to cease such violations. If the bargaining unit fails to obey such order, the Executive Board may authorize the Executive Director to operate that bargaining unit until the violation ceases. The Executive Board may also terminate or temporarily suspend the membership of any member or bargaining unit found to be causing said violation. No such action can be taken until the Executive Board has given the member or bargaining unit charged with the violation the opportunity to appear at a hearing and to present its argument and evidence. Any decision of the Executive Board made under this section may be appealed at the annual meeting. The Executive Board shall adopt rules to implement this section and equitable procedures in disciplinary actions against members.

C. Installation of the Executive Board

Installation of the newly elected members of the Executive Board will be conducted as the last item of business at the annual meeting.

Installation shall include the following oath of office, given to Executive Officers and Executive Board members and sworn by them:

“I (state your name) swear that I will support the Constitution of the United States and the Constitution of the State of Ohio, and will perform faithfully and to the best of my ability, the duties imposed upon me as a member or officer of the Ohio State Troopers Association, so help me God.”

Section 6. Executive Director

- 1) The Association may employ an Executive Director or designee. The Executive Director or designee of the Association shall serve at the pleasure and direction of the Combined Board, as defined in the Ohio Troopers Coalition, Inc. Constitution. The wages, benefits, and other terms of his/her employment shall be established, updated, and reviewed by the Personnel Committee of the Combined Board.
- 2) The Executive Director or designee shall:

- A. Be responsible for the day to day operation of the Association and any and all contracts authorized by the President or the Executive Board.
- B. Recommend to the Personnel Committee to hire, with their advice and consent, employees and insure that each employee handling Association funds or property to be properly bonded as necessary at Association expense.
- C. Conduct all financial transactions of the Association with the approval of the Chairperson, President and/or Executive Board of the Association and to oversee an accurate record of all income and expenses. These records will be available for inspection by any member of the Association upon thirty (30) days' notice at a mutually agreed to time.
- D. Furnish a bond in the amount fixed by the Executive Board, or upon specific request of the State Employment Relations Board, for the faithful performance of the duties of the Executive Director. The cost of the bond shall be paid by the Association.
- E. Maintain all records of the Association.
- F. Prepare and submit an annual financial report to the Association at the January Combined Board meeting.
- G. Insure that the Association complies with all the requirements of the State and Federal Law for reporting and record keeping, and file all tax returns that may be required.
- H. Attend all board meetings; and
- I. Perform all other duties as the Chairperson, President or the Executive Board may direct.

Section 7. Terms of office

- A. The term of office for the Association's President, Vice-President, Secretary and Treasurer shall be four years. Such terms shall commence upon installation of the officer at the annual meeting and shall extend for a period of four years thereafter or such earlier date as a successor is duly elected and qualified.

Article 7
Elections

- Section 1 - The right to be a candidate for any elective position in the Association shall be limited to members in good standing. Members desirous of being elected to the office of President, Vice President, Secretary, or Treasurer shall file such intent, in writing, with the Secretary on or before March 15th of the year in which the election is to be held. Such written notice shall include the office for which the member wishes to become a candidate.

- Section 2 - The office of President, Vice President, Secretary and Treasurer shall be elected by secret ballot, prepared by the Secretary from letters of intent filed before the March 15th deadline, and cast by the delegates attending the annual meeting. Write-in candidates are not permitted. Postmarks on envelopes dated on or before March 15th shall qualify as verification of meeting the deadline for filing.
- Section 3 - Ballots shall contain the names of all members who have properly filed their intent to be a candidate and the office which they seek. Candidates must attend the annual meeting unless an emergency exists preventing them from attending.
- Section 4 - In the event of an uncontested position, the Secretary shall cast one vote for the candidate for office, and that person shall be deemed elected.
- Section 5 - Installation of newly elected members of the Executive Board will be conducted as the last item of business at the annual meeting.
- Section 6 - Delegates to the annual meeting shall be elected by dues paying members of each District. A District shall have five (5) delegates per District. Such election for delegates shall take place at a regular district lodge meeting at least sixty (60) days prior to the annual meeting.
- Section 7 - In addition to the delegates provided in Section 6 above, all members of the Executive Board shall be delegates at the annual meeting with the same voting privileges as those delegates elected by each lodge.
- Section 8 - Should the President position become vacant during the term of office, the Vice-President will ascend and complete the remaining term of office. The remaining executive officers may ascend in position. A special election will be held for any open office left vacant provided that said Annual Conference is to take place at least sixty (60) days from the vacancy. If less than sixty (60) days, the election will be held at the following Annual Conference. Should the vacancy occur less than one hundred twenty (120) days from the end of the term of such office no interim election will be undertaken.

Article 8
Fiscal Year

The fiscal year of the Association shall commence on the first day of January of each year.

Article 9
Standing Rules

The Executive Board may adopt, suspend, or amend standing rules of governance as needed. Each rule adopted by the Association shall be attached to the Constitution and By-Laws and shall be subject to renewal each year at the first board meeting of each year.

Article 10
Expenses, Compensation and Prohibitions

- Section 1. Any member of the Executive Board or person acting as an agent of the Executive Board performing authorized duties for/or services to the Association by order of the President or the Executive Board may receive compensation and reimbursement for the expenses authorized.
- Section 2. The Executive Board shall set the reimbursement policy for all delegates to the annual conference and other rates of compensation paid to members. All expenses incurred by alternates, not acting as delegates, to the annual conference, shall be borne by the District Lodge that sends the alternate to the conference.
- Section 3. The Association shall not make loans to any member, officer, agent, representative, or employee. No Association funds may be invested in any way that they may be used to finance or secure loans to any member, officer, agent, representative, or employee. This section does not prohibit the Association from investing its funds in a Federally Insured Deposit instrument offered by a legally chartered financial institution as long as that deposit is not used as security for a loan to any member, officer, agent, representative or employee.
- Section 4. The Association may not expend its funds in any manner in furtherance of independent business or financial interests of members, officers, employees, agents, representatives, or spouses, minor children, parents of members, agents, representatives, or employees. As a condition of employment or continuing service as an officer, agent, representative, or employee of the Association, or spouses, minor children or parents of an officer, agent, representative, or employee may undertake business or financial interests which will conflict with the fiduciary obligations of such officers, agents, representatives, and employees of the Association.
- Section 5. Any Association official or employee who handles the funds of the Association or other property of the Association shall be bonded for the faithful performance of the duties in a bond of appropriate amount.
- Section 6. No member of the Executive Board will violate his/her fiduciary obligation or enter into or vote for any business that could be considered a conflict of interest.

Article 11

Dues

- Section 1. The dues for membership in the various bargaining units of the Association shall be \$36.05 per member per month as of July 1, 1998. Adjustments in dues to the Association shall be based upon the percent or increase negotiated in the member annual salary and voted upon at the annual meeting.
- Section 2. All dues shall be paid directly to the Association.
- Section 3. The funds of the Association shall be kept in a separate account established for that purpose. In no case will these funds be mingled with any other organizations funds.

Article 12 Annual Meeting

- Section 1. There shall be an annual meeting of the Association during the spring of each year at a date and location to be determined by the Executive Board of the Association.
- Section 2. The annual meeting will be open to all dues paying members of the Association.
- Section 3. At the annual meeting, each bargaining unit shall be entitled to one (1) delegate and one (1) alternate for every fifty (50) represented employees or portions thereof in the unit, as represented in each of the nine (9) districts, with a minimum of five (5) delegates per district. A represented employee is an employee represented in a bargaining unit who is paying membership dues.
- Section 4. Only delegates attending the annual meeting of the Association shall be entitled to vote. Each delegate is entitled to one (1) vote. In the absence of the delegate, an alternate from the same bargaining unit may ascend to the position of the registered delegate and be eligible to vote. There shall be no proxy voting at the annual meeting.
- Section 5. Each member of the Executive Board shall be a delegate and have one (1) vote.
- Section 6. Each lodge of the Association shall select the delegates from among the members of the lodge according to the standing rules of the Association.

- Section 7. At least 120 days prior to the annual meeting, the Executive Director or designee shall send written notice to the lodge presidents of the date, time and location of the meeting and the number of delegates to which they are entitled.
- Section 8. Each lodge president shall notify the Executive Director or designee, on a form provided, of the names of the delegates and alternates. Such notice must be received 90 days prior to the annual meeting. A delegate or alternate is registered after this form is received by the Executive Director or designee and the delegate or alternate signs the meeting attendance form.
- Section 9. A quorum to conduct business at each meeting shall consist of two-thirds (2/3) of the eligible delegates who are registered and present. The delegates at the annual meeting may act on all matters that come before them and by majority vote of the delegates present, voting, except as provided herein.
- Section 10. The President of the Association shall conduct the annual meeting.
- Section 11. The order of business on the agenda of the annual meeting shall be determined by the President of the Association. The annual meeting shall contain at least:
- A. Executive Director's or designee Report:
 - B. Executive Officer's Reports;
 - C. Review of the Executive Boards Actions and Minutes;
 - D. Repeal or Amendment of the Associations Rules and/or Bylaws-.
 - E. Review of Committee Reports,
 - F. Review of Audit Report:
 - G. Report from Bargaining Unit Chairpersons;
 - H. Old Business; (open to all members)
 - I. New Business; (open to all members)
 - J. The Good of the Order. (Open to all members)

Article 13.
Conduction of Meetings

All meetings conducted by any body in accordance with these By-Laws shall be conducted to the extent that is practicable according to generally accepted parliamentary procedure except as modified herein or rules adopted by the body. Rules by which bargaining unit committees shall conduct may be adopted by the Executive Board of the Association.

Article 14.
Amendments

These By-Laws may be amended by a two-thirds vote of the delegates present at an annual meeting of the Association. All proposed amendments to these By-Laws shall be submitted in writing with a copy to the Secretary at least forty-five (45) days prior to the annual meeting.

Proposed amendments shall be distributed to all members of the Executive Board at least thirty (30) days prior to the annual meeting.

The Executive Board may make emergency changes to the By-Laws by three-fourths affirmative vote on the issue. When such a change has been adopted by the Executive Board, as special meeting shall be called of Ohio State Trooper Association delegates that comprised the immediate preceding annual meeting within sixty (60) days. A two-thirds affirmative vote is necessary for the emergency amendments to remain as part of the By-Laws.

Article 15.
Suspension or Removal of an Elected Officer from Office

- Section 1. No elected officer of the Association shall be removed or suspended from office for alleged malfeasance except for just cause.
- A. Before any officer is removed or suspended from office, the member shall be:
 - 1. served with specific written charges;
 - 2. given a reasonable time to prepare a defense; and
 - 3. afforded a full and fair hearing by the Executive Board.
 - B. A vote of greater than two-thirds (2/3) of the entire Executive Board is required to remove or suspend any elected officer.

Article 16.
Interpretation and Severability

- Section 1. These By-Laws and all rules adopted in accordance with these provisions and existing Ohio and Federal Statutes and Rules and should be interpreted in all cases in accordance with and in such manner as to be in compliance with said statutes and rules.
- Section 2. Should any article, section or portion thereof of these Bylaws be held invalid, unlawful, or unenforceable for any reason by any court or administrative agency:
- A. Said decision shall apply only to that specific provision held to be invalid, unlawful, or unenforceable. All other articles, sections, or portions of these Bylaws shall remain in full force and effect.
 - B. The Executive Board shall have power to immediately adopt an emergency amendment to these By-Laws by a two-thirds (2/3) vote of

its entire membership, for the limited purposes of correcting the defect found by the court or administrative agency.

- C. In order to exercise the powers contained in this Article, the Executive Board must first secure a written opinion from its attorney which recommends the emergency amendment as necessary to correct the defect found by the court or administrative agency,

Article 17. **Indemnification**

The Ohio State Troopers Association shall indemnify its Executive Board, Officers, and Employees follows:

- A. Every Executive Board Member, Officer, Agent, or Employee of the Ohio State Troopers Association shall be indemnified by the Association against all expenses, liabilities, or claims made against said person as a result of his/her performance of said duties. This indemnification shall include reasonable attorney fees and costs of litigation. This indemnification shall not apply to any such persons guilty of willful misfeasance, malfeasance or other fraudulent conduct in the performance of said duties, however, the Executive Board may vote to indemnify said acts if said indemnification is in the best interests of the Ohio State Troopers Association
- B. This indemnification shall extend to all current Executive Board Members, Officers or Employees as of the date of Approval of this provision, for past, present, or future performance of duties.
- C. The Executive Board may at its discretion, direct the purchase of liability insurance to implement the provisions of this article.

Article 18 **Committees**

The Chairperson of the Executive Board, in consultation with the President, shall appoint those members, not elected, to committees necessary for conducting the business of the Association and Executive Board.

The following Standing Committee(s) shall be established:

- 1. Legal Committee:
 - a. The Legal Committee shall consist of two (2) Sergeants, two (2) Troopers and one (1) Dispatcher or Electronic Technician and shall be appointed by the O.S.T.A. President on an annual basis.
- 2. Negotiation Committee:
 - a. Each district, in the month of October immediately preceding the expiration of the collective bargaining agreement, shall elect one Trooper, Sergeant, Dispatcher or Communication Technician and Electronic Technician

- representative, who is in good standing as defined by Article 4, Section 1, to the O.S.T.A. Negotiation Committee.
- b. The Negotiation Committee shall meet in the month of November immediately preceding the expiration of the collective bargaining agreement to elect the members of the Negotiation Team.
 - i. The Unit 1 O.S.T.A. Negotiation Team shall consist of
 - 1. Four (4) Trooper Representatives
 - 2. Two (2) Dispatcher representatives
 - 3. One (1) Electronic Technician Representative
 - ii. The Unit 15 O.S.T.A. Negotiation Team shall consist of
 - 1. Four (4) Sergeant Representatives
 - iii. Each Team shall elect a Bargaining Unit Chairperson, who shall be a member of the Executive Board, pursuant to Article 6, Section 5.
 - iv. Each Bargaining Unit shall designate an alternate in the event a team member cannot serve.
 - c. Each member of the O.S.T.A. Negotiation Team shall swear an oath of loyalty to the O.S.T.A., its leadership and its membership and that by agreeing to serve on the team, he/she shall put the best interests of the bargaining units above their own personal self-interest. Failure to do so shall result in the immediate dismissal from the Negotiation Team, as determined by the O.S.T.A. President.
 - d. The O.S.T.A. President shall serve as the head of the O.S.T.A. Negotiation Team.

Article 19
Dissolution

- Section 1. Dissolution of this Association may be proposed by the methods indicated in Article 15 (Amendments).
- Section 2. Dissolution must be approved by two-thirds (2/3) majority of the total membership for it to be binding on the Executive Board.
- Section 3. Upon proper approval of dissolution by the membership, the Executive Board shall proceed to dissolve the Association in accordance with the laws of the State of Ohio.