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# FEA BY-LAWS



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REVISED JUNE 1987

One of the first orders of business of the Board of Trustees elected in November 1986 was the revision of the FEA By-laws which were originally adopted in January 1974 at the inception of the organization. For this purpose, a Committee was appointed consisting of Trustee Mike Mullen as Chairman with members Trustee Tom Stewart, Chet Webb, John Whorton and Tom Fenley.

The revised By-Laws have been adopted by the Board of Trustees for -

immediate implementation subject to formal ratification by the membership at the October 1987 General Membership Meeting.

The complete text of the revised By-Laws appears in this article.

Members unable to attend the General Membership Meeting are invited to submit their comments to the President, FEA, 1747 Citadel Plaza, Suite 101, San Antonio, Texas 78209

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(Herewith follows the text of the By-Laws)

REVISED  
BY-LAWS FEDERAL EMPLOYEE  
ASSOCIATION  
OF THE UNITED STATES OF  
AMERICA

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Drafted by: Trustee Mike Mullen and  
Trustee Tom Stewart

Reviewed by: Chet Webb, John  
Whorton and Tom Fenley

BY-LAWS  
OF THE  
FEDERAL EMPLOYEE ASSOCIATION  
OF THE UNITED  
STATES OF AMERICA

ARTICLE I NAME AND TITLE

**Section 1** The name of this organization is the Federal Employee Association of the United States of America, a corporation under the Texas Non-Profit Corporation Act, AKA FEA/GEA.

**Section 2** The corporate office of the Association shall be located in San Antonio, Texas.

ARTICLE II OBJECT AND PURPOSE

**Section 1** To organize the government employees of local communities into a single body for the purpose of promoting their common social and economic positions and the enhancement of the image of the professional government employee at a local and national level.

**Section 2** To do all things necessary and expedient towards the goals and purposes set out above which the Association deems necessary to accomplish which are not specifically prohibited by the Texas Non-Profit Business Corporation Act.

**Section 3** To devote the Associations net revenue exclusively to charitable, educational or recreational purposes for the benefit of its members and the local communities.

ARTICLE III MEMBERSHIP

**Section 1** The Association shall have three classes of membership; Active,

Member of Distinction, and non voting members.

**Section 2** Active and Lifetime membership shall be open to all active and retired Federal, State, County, City employees and employees of political sub-divisions supported by public taxation without regard to race, sex, religious belief or political affiliation.

**Section 3** Active membership shall remain in force as long as the members dues are current.

**Section 4** Non-Voting membership comprising of those members that have not paid their dues when this initial period of active membership expired, but may renew this membership at some time in the future.

**Section 5** Members of Distinction may be nominated by any member subject to the approval of the Board of Trustees. Nominations shall be limited to those persons who have either publicly supported the aims and goals of government employees or demonstrated attainment of the highest objectives in government service. Members of Distinction shall have no vote and pay no dues but will be recognized with an appropriate commemorative item acknowledging their achievement and recognition by the Federal Employee Association.

ARTICLE IV  
MEMBERSHIP MEETINGS

**Section 1** Annual Meetings: The annual meeting of the membership for election of Trustees and the transaction of other business shall be held each October on a date, time and place determined by the Board of Trustees and announced in a

letter to each member of record not later than 30 days prior to the meeting date. Date of notification will be by the postmark. At each annual meeting, the membership shall, by majority vote, elect a Board of Trustees for the ensuing year; the officers shall present their annual reports and such other business shall be transacted as specified on the announced agenda. The President shall, when present, preside at all regular or special membership meetings. In his absence, the Vice-President shall preside.

**Section 2** Special Meetings: Special meetings of the members for any purpose may be called by the President, Secretary or the Board of Trustees with notification to the membership including an agenda of the specific business to be transacted.

**Section 3** Voting: Members of record possessing a current membership card shall be entitled to vote at annual or special meetings. Proxies provided with the meeting notice, signed by the member or by a duly authorized attorney, will be accepted for voting purposes if received by the Secretary not later than 10 days prior to the meeting.

**Section 4** Quorum: Members present or represented by proxy at any meeting shall constitute a quorum for conduct of the business for which the meeting was called.

**Section 5** Membership's Consent: Whenever the vote of membership at a meeting thereof is required or permitted to be taken in connection with any corporate action, the meeting and vote of membership may be dispensed with if all the members, who would have been entitled to vote upon the action if such meeting were held, shall consent in

writing to such corporate action being taken.

ARTICLE V TRUSTEES

**Section 1** Number: The Association shall be governed by a Board of Trustees of not more than five nor less than three in number. Such numbers shall be determined from time to time by amendment to the By-Laws adopted by the membership in the usual manner.

**Section 2** Annual Meeting: The newly elected trustees may hold their first meeting for the purpose of organization and the transaction of business immediately after the annual meeting of the membership, or the time and place of such meeting may be fixed by consent in writing of all of the trustees.

**Section 3** Election of Officers: At the first meeting, and at the annual meeting thereafter, the trustees shall elect a President and one or more Vice-Presidents, a Secretary, a Treasurer and one or more Assistant Secretaries and Assistant Treasurers, as may be determined by the Board of Trustees from time to time. Such officers shall hold office until the next annual election of officers and until their successors are elected; provided however, that the corporation shall likewise have full power and authority to contract in writing for the services of any manager, agent or employee specifying the services to be performed for a period in excess of one year, said manager, agent or employee may also be an officer of the corporation. In case officers are not elected at such first meeting, they may be chosen at such subsequent meeting of the trustees called for that purpose. Any two or more offices may be held by the same person, except that

the President and Secretary shall not be the same person.

**Section 4** Qualifications: Each Trustee and Officer shall be a current member of the Federal Employee Association.

**Section 5** Regular Meetings: Regular meetings of the trustees may be held without notice at such places and times as shall be determined from time to time by resolution of the trustees.

**Section 6** Special Meetings: Special meetings of the trustees may be called by the President or Secretary, or on the written request of any two (2) trustees, by giving three (3) days notice to each trustee, stating the time and place of meeting.

**Section 7** Quorum: A majority of the number of trustees fixed by these By-Laws shall constitute a quorum for the transaction of business. The act of the majority of the trustees present at a meeting, at which a quorum is presently, shall be the act of the Board of Trustees, unless the act of a greater number is required by statute, the articles of incorporation, or otherwise provided for these By-Laws.

**Section 8** Removal of Trustees: Any trustee may be removed at any time, without cause, by resolution adopted at a special meeting of the membership called for that purpose, upon a majority vote of the members present at such meeting either in person or represented by proxy.

**Section 9** General Powers of Trustees: The Board of Trustees shall have the management of the business of the company, and, subject to the restrictions imposed by law, by the articles of incorpora-

tion, or by these By-Laws, may exercise all the powers of the corporation as are authorized by law.

**Section 10** Delegation of Authority: The Trustees may delegate any of the powers of the Board in relation to the ordinary business of the company to any standing or special committee, or to any officer or agent (with power to sub-delegate) , upon such terms as they think fit. The trustees may designate upon resolution adopted by a majority of the trustees, two or more trustees to constitute an executive committee, such committee to have and exercise all of the authority of the Board of Trustees in the business and affairs of the corporation, except where action of the Board of Trustees is required by applicable law.

**Section 11** Compensation of Trustees: Trustees shall not receive any stated salary for their services as Trustees, but by resolution of the Board, a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any trustee from serving the company in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.

#### ARTICLE VI - OFFICERS

**Section 1** Officers: The officers of the association, in addition to the trustees, shall be those provided for in Article V, Section 3 thereof.

**Section 2** President: The President shall when present preside at all meetings of the trustees, and act as temporary chairman at, and call to order all meetings of the membership; and, he shall have power to call special meetings of the

membership and trustees for any purpose or purposes, appoint and discharge, subject to the approval of the trustees, employees and agents of the association and fix their compensation, and make and sign contracts and agreements in the name and behalf of the association, and while the trustees are not in session he shall have general management and control of the business and affairs of the association; and, he shall generally do and perform all acts incident to the office of the President, or which are authorized or required by law or by the trustees.

**Section 3** Vice-President: The Vice-President or Vice-Presidents, shall be authorized to perform the duties of the President in the absence of the President, and shall perform such other duties as shall be prescribed by the trustees.

**Section 4** Secretary: The Secretary shall give, or cause to be given, notice of all meetings of the membership and trustees, and all other notices required by law or by these By-Laws. He shall attend and record all the proceedings of the meetings of the corporation and of the trustees in a book to be kept for that purpose. He shall have custody of the seal of the association and shall affix the same to all instruments requiring it, when authorized by the trustees or the President, and attest the same. He shall perform all of the other duties incident to the office of secretary, and as may be required by the trustees. In the absence of the Secretary, the Assistant Secretary is empowered to perform the duties of said office, or otherwise as the trustees may determine.

**Section 5** Treasurer: The Treasurer shall have the custody of all funds,

securities, evidences for indebtedness and other valuable documents of the association; he shall receive monies paid in on account of the association, and shall pay out of the funds on hand, all just debts of the association; he shall enter or cause to be entered in books of the association to be kept for that purpose, full and accurate accounts of all monies received and paid out on account of the association, and, whenever, required by the President or the trustees, he shall render a statement of his accounts; he shall keep or cause to be kept such other books as will show a true record of the expenses, losses, gains, assets, and liabilities of the association. In the absence of the Treasurer, the Assistant Treasurer is empowered to perform the duties of said office, or otherwise as the trustees may determine.

#### ARTICLE VII RESIGNATIONS AND VACANCIES

**Section 1** Resignations: Any trustee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

**Section 2** Filling of Vacancies: If the office of any trustee becomes vacant, a majority of the trustees in office, although less than a quorum, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term of his predecessor. Any trusteeship to be filled by reason of an increase in the number of trustees shall be filled by appointment of the present Board of Trustees with a quorum present.

ARTICLE VIII  
FINANCE

**Section 1** Each new member shall, upon acceptance, pay a membership fee as established by the Board of Trustees. The Board may also adopt a multiple-year lifetime membership fee which shall be provided initially to each new member and to each established member with their annual renewal notice.

**Section 2** The Secretary shall issue or direct the recording secretary to issue a dues card to each member annually upon payment of dues. Any member who shall fail to pay their dues within sixty days after due date, shall automatically forfeit such membership and have their name withdrawn from the active rolls and place on the non-voting member rolls.

**Section 3** The President may authorize the Treasurer to pay bills or monthly recurring financial obligations not exceeding five thousand dollars (\$5000.00) each exclusive of those monies specified by contract obligations without formal Board approval if within the limits established in Section 5 below.

**Section 4** All lawful financial obligations of the Association will be paid by check, signed jointly by the Treasurer and President or Vice-President. All funds will be deposited in an authorized financial institution in the name of the Federal Employee Association.

**Section 5** No Officer, Trustees or member shall obligate or incur any liability in the name of the Association without approval of the Board of Trustees. No Officer, Trustee or member of the Association shall have authority to obligate or incur liability in the name of

the Association exceeding unobligated cash funds actually held and belonging solely to the Association and available for full payment and discharge of such obligation.

**Section 6** All revenues of the Association will be used exclusively for charitable, educational and recreational purposes for the benefit of the membership and local community projects.

**Section 7** The Association shall, upon its liquidation or dissolution, whether voluntary and involuntary, collect and distribute all of its net assets and all remaining property to the Treasurer, United States of America subsequent to and after such payment, satisfaction or discharge of such costs, expenses, debts, liabilities and obligations as have been incurred in the operation of the Association.

ARTICLE IX  
MISCELLANEOUS PROVISIONS

**Section 1** Notice and Waiver of Notice: Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated; and, any notice so required shall be deemed to be sufficient if given by depositing the same in a Post Office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his last known Post Office address, and such notice shall be deemed to have been going on the day of such mailing. Any notice required to be given under these By-Laws may be waived by the person entitled thereto, by waiver thereof in writing signed by the person or persons entitled to such notice either before or after the time stated therein.

**Section 2** Indemnity of Officers: Each trustee, officer, or incorporator of the corporation (or his heirs, executors, or administrators) shall be indemnified by the corporation against any loss or expense actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a trustee, officer or incorporator of the corporation, except in relation to matters as to which he shall be adjudged in such action or suit to be guilty of misconduct or fraud against the corporation or in the performance of such duties as trustee, officer or incorporator. Such indemnity expressed hereby is merely cumulative, and not exclusive, of any other rights or remedies to which he may be entitled. The corporation shall have the right to intervene in and defend any such action or suit where the obligation of indemnity exists.

**Section 3** Validity of Contracts: No contract or other transaction between the corporation and any person, firm, association or corporation, and no other act of this corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the trustees of the corporation are, directly or indirectly, pecuniarily or otherwise interested in such contract, transaction, or other act or related to or interested in (either as director, stockholder, officer, employee, member or otherwise) such person, firm association, or corporation. Any trustee of the corporation individually, or any firm or association of which any trustee may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he individually or such firm or association is so interested shall be disclosed or known

to the Board of Trustees or a majority of such members thereof as shall be present at any meeting of the Board of Trustees, or of any committee of Trustees having the powers of the full Board, at which action upon any such contract, transaction or other act is taken, and if such fact shall be so disclosed or known, any trustee of this corporation so related or otherwise interested may be counted in determining the presence of a quorum at any meeting of the Board of Trustees or of such committee at which action upon any such contract, transaction or act shall be taken and may vote thereat with respect to such action with like force and effect as if he were not so related or interested. Any trustee of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary of affiliated corporation without regard to the fact that he is also a trustee of such subsidiary or affiliated corporation.

ARTICLE X  
Rules of Order

**Section 1** In the absence of a governing provision in these By-Laws, Roberts Rules of Order (Revised) shall apply.

ARTICLE XI  
Amendments

**Section 1** Amendments of By-Laws: The By-Laws, or portions thereof, may be altered, amended, repealed or suspended at any regular annual meeting of the membership by a vote of a majority of the membership present in person or by proxy, or upon a like vote at any special meeting of the membership called for the purpose, after written notice of the substantial purport of the propos-

ed amendments shall have been given, present in person or by proxy and  
or at any special meeting of the member- approve or disapprove thereto, ship at  
which all of the members may be

ADOPTED by the Board of Trustees  
this the day of A.D. 1987.

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George Callaway, President

ATTEST:

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Ed DeWitt, Secretary