ENGINEERING ASSOCIATION, INC. ${\bf BY\text{-}LAWS}$

September 24, 2021

445 S. Gay Street Suite 301 Knoxville, TN 37902

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BY-LAWS

ENGINEERING ASSOCIATION, INC.

I. Description

- A. Name: This organization shall be a non-profit organization and shall be called the Engineering Association, Inc., IFPTE Local #1937, hereinafter called the Association.
- B. Location: The offices of the Association shall be located in Knoxville, Tennessee, and/or any other location so designated by the Association Executive Committee.

C. Vision, Mission and Principles

- 1. Vision: The TVA Engineering Association vision is to be the model of integrity and excellence in serving our members and in labor/management relations.
- 2. Mission: To meet our members' needs and expectations. To continually improve by using partnerships and quality principles. To improve the labor environment.
- 3. Principles: Members are our primary focus. Keep our members informed. Integrity is never compromised. Training of Representatives is essential. Membership involvement is fundamental.
- D. Affiliation: This Association may affiliate with other organizations with similar aims and purposes. Affiliation and disaffiliation must be approved by secret ballot of the active membership with an affirmative vote of two-thirds or more of the ballots cast.
- E. Government: The Association shall be governed in accordance with the Association Bylaws. The Association is also subject to Federal, State, and local laws and regulations including the Tennessee General Corporation Act. Section and Sub-sections having no established By-laws shall abide by the By-laws of the Association.

II. Organization

A. Membership

- 1. Membership in the Association shall be nontransferable and shall be available to persons in positions represented for collective bargaining purposes by this Association.
 - a. All members of the Association who are in good standing at the time these Bylaws are adopted shall be eligible for continued membership.
 - b. Any eligible employee who has signed the prescribed forms shall become a member of the Association. Regular biweekly dues are made through payroll deduction. Deductions are made for each biweekly dues from pay due for the preceding bi-weekly payroll period.
 - c. A member may resign by giving written notice to the Association office.
 - d. The Association Executive Committee may authorize special activities to stimulate membership in the Association among eligible TVA employees.
- 2. There shall be the following types of membership:
 - a. Active: Available to all persons employed by TVA in a position which is represented for collective bargaining purposes by this Association, EA IFPTE Staff, or active retirees.
 - 1) Active members shall share equal privileges. Members on leave without pay (LWOP) shall be considered active members if the base dues are paid. They shall be eligible to vote and hold office. Active members may hold only one elected office for the Association at a time. Group representatives/DURs may hold one other elected office, but may have only one vote on their executive committee. However, EA-IFPTE staff & active retirees may not vote or hold elected office at the local level.
 - 2) Part-time employees shall be active members except they shall not be eligible to hold office. They shall be eligible to vote if they are in active pay status.
 - b. Inactive: Available to any TVA management employee in work closely related to that of Association members. Inactive members shall not be eligible to hold office or vote on Association matters.
 - c. Student: Available to students with part-time employment positions which are represented for collective bargaining purposes by the Association. Student members shall not be eligible to hold office or vote on Association matters.

II-A:2-d

- d. Retired: Available to any retired TVA employee who was previously an Association member. Retired members shall not be eligible to hold office or vote on Association matters.
- e. Active retiree members are eligible to work on specific assignments as directed by the Association Executive Committee.
- f. Associate: Available to active, inactive or student members upon leaving the employment of TVA or accepting a nonmanagement position within TVA not represented (for collective bargaining purposes) by this Association. As determined by the Association Executive Committee, associate members may continue to participate in selected Association programs in which they participated while active, inactive, or student members. An associate member who becomes eligible for inactive or active membership may not retain associate membership. Associate members shall not be eligible to hold office or vote on Association matters.

B. Sections

1. Section Structure

- a. The Association Executive Committee shall divide the membership into sections. Sections shall be established so that no section shall have less than 75 active members or more than 600 active members. The Association Executive Committee may designate the section to which groups of members located outside the TVA area are assigned.
- b. The Association Executive Committee will review and actively pursue reevaluation of section boundaries every 5th year beginning in FY 2005 (i.e. 2010, 2015, etc.). Should a major TVA re-organization shift the membership numbers significantly, the Association Executive Committee shall request the review at that time.
- c. The Section Executive Committee may assign groups of members within the section into sub-sections, subject to the approval of the Association Executive Committee.
 - 1) A group, having more than 24 members, within a section may apply to the Section Executive Committee for Sub-section status.
 - 2) When the number of Association members in a sub-section becomes less than 25, the Section Executive Committee may remove their sub-section status.

II-B:1-d

- d. Section members shall be assigned to groups.
 - 1) Section members, in sections having no sub-sections, shall be assigned to groups by their respective Section Executive Committees.
 - 2) In sections where sub-sections are established, the Sub-section Executive Committee shall assign their respective members to groups.
 - 3) Group assignment shall give due regard to the member's work location and TVA's organizational structure.

e. Designated Union Representative

- 1) Each Valley-Wide Officer, Section President, and Sub-section President shall be a Designated Union Representative by virtue of their elected position.
- 2) The Association Executive Committee shall allocate the remaining Designated Union Representative slots to Sections by November 1.
- 3) This allocation shall be based on the number of represented employees in each Section.

2. Elections

a. An Election Committee shall be established for each Section and sub-section comprised of a minimum of three (3) members appointed by the Section or subsection President, respectively. The committee shall be responsible for conducting elections for Section and Sub-section officers and Group and/or Designated Union Representatives. The committee should strive to obtain at least two (2) candidates for each office. Active members are eligible to hold a Section/Subsection President or Vice-President office and/or DUR position provided they have been a member for the 12 consecutive months immediately preceding the election. Election procedures shall be started by the second week of January and the election should be completed by April 15. For Section elections, if the ballot does not show at least two (2) candidates for the office of president, the chairman of the Valley-Wide Election Committee and the Valley-Wide Officers shall be contacted as soon as the lack of nominations becomes apparent for further instructions. The aforementioned will make a recommendation to the Association Executive Committee as to the seating of the affected Section President. This decision to seat shall be made by the Association Executive Committee.

II-B:2-b

- b. Section Officers shall be elected by the active members of their respective section in the manner prescribed for the election of Association Officers. Section Officers shall be elected by April 15 to a three-year term of office starting at the time of the Association annual meeting and running through the time of the annual meeting of the third year. Each Section President shall assume the duties of Section President and Association Executive Committee member at the Association annual meeting.
- c. Sub-section Officers shall be elected by the active members of their respective sub-sections and shall be elected by April 15 to a three-year term of office starting at the same time of the following annual meeting.
- d. Each group shall elect one of their active members to serve as Group Representative and/or Designated Union Representative to a three-year term of office to take office at the time of the following annual meeting. In the event of a DUR/GR vacancy, the elected alternate will assume those duties for the remaining term of office; otherwise the Section/Sub-section Executive Committee shall select a replacement for the remaining term of office within 30 days of vacancy of office. If no one in the group is willing to serve as DUR/GR for a group, then the Section/Sub-section Executive Committee will canvas Section/Sub-section for candidates. Should interest be shown by more than one individual an election by group will occur. Otherwise Executive Committee will make appointment. The elected/appointee will become a member of the group for which they serve.
- e. Each Section and Sub-section Executive Committee shall give written notification of the results of their election and a copy of the ballot used showing at least two candidates for each office. This shall be filed with the Association Secretary by April 15 with a copy sent to the Valley-Wide Office.
- f. Each section shall give written notification to the Valley-Wide Office and the Association Secretary of the results of Group Representative elections by April 15 and also inform the Valley-Wide Office and Association Secretary of any changes to these positions as they occur.

II-B:3

3. Operation

- a. Sections and Sub-sections may elect such officers, establish such By-laws, and carry on such functions as they desire, provided they do not conflict with the By-laws of the Association. Section and Sub-section By-laws shall be approved by the Association Executive Committee.
 - 1) The Section Executive Committee shall be the Section governing body.
 - a) If the section has sub-sections, all members within the section shall be assigned to sub-sections. The Section Executive Committee shall consist of the Section Officers and Presidents of all sub-sections within the section.
 - b) If the section has no sub-sections, the Section Executive Committee shall consist of the Section Officers and all DUR/Group Representatives within the section.
 - 2) The sub-section governing body shall be the Sub-section Executive Committee, which shall consist of the Sub-section Officers and all Group Representatives within the sub-section.
 - 3) The Section President and/or Sub-section President will conduct no less than three (3) meetings within each calendar year. Each Section and Sub-section may combine such required meetings for the purposes of this provision.
- b. Duties of the Group Representative shall be:
 - 1) To represent the Group as a member of the Section or Sub-section Executive Committee.
 - a) As a member of the Section or Sub-section Executive Committee, the Group Representative shall vote on matters as required while giving consideration to the desires of the group and to obligations and objectives of the Association.

II-B:3-b:1)-b)

- b) The Group Representative shall cooperate with Sub-section Officers, Section Officers, Association Officers, and Association employees in conducting the business of the Association.
- c) The Group Representative shall report through the Section or Sub-section President any discussion held with local management regarding Association matters.
- 2) To act as official Association representative within the group.
 - a) The Group Representative shall call group meetings when needed for discussing matters pertaining to the group.
 - b) The Group Representative shall set up a meeting with management when a member feels equitable treatment has not been accorded. The Group Representative shall call upon the Section or Sub-section Officers or the Valley-Wide Staff for assistance as needed.
 - c) The Group Representative shall become well informed on the Group Representatives' Manual, the Articles of Agreement, and other negotiated policies or releases so that any recommendation to members or management shall be in agreement with Association policy.
 - d) The Group Representative shall maintain the Representatives' Manual in proper order and shall pass on the Manual and all other records and materials used in the office to the new Group Representative and send to the Association Office an appropriate Association form on receipt of the Group Representatives' Manual.
 - e) The Group Representative shall keep files of materials useful in conducting the business of the Association such as: Association releases, Section releases, Association Office releases, and other Association publications.
 - f) The Group Representative shall maintain records of members of the group such as: name, address, phone number, classification and grade, status in the Association, and other information useful in representing the members.
 - g) The Group Representative shall enlist new members in the group.

II-B:3-b:2)-g

- h) The Group Representative shall report the change in status of members to the Valley-Wide Office on the appropriate Association form.
- i) The Group Representative shall submit the names of eligible potential members to the Section or sub-section President.
- j) The Group Representative shall keep the members of the group informed on all pertinent issues.
- k) The Group Representative shall assist a newly elected Group Representative to assume the office by giving instructions concerning the functions of the office.
- 3) To conduct, when appropriate, the election of cooperative conference representatives.
- c. Duties of Designated Union Representatives
 - 1) Training requirements to retain position
 - a) Participate in Valley-Wide sponsored training.
 - b) Participate in Section training.
 - 2) Attend or have group represented in two-thirds of section/sub-section meetings per year.
 - 3) Fully comply with section II-B:3 (Duties of Group Representative) and Section II-E (Standards of Ethical Conduct).

C. Association Executive Committee

1. The Officers of the Association shall be a President, Vice President, Secretary, and Treasurer. The Officers of the Association will be automatic delegates to the IFPTE convention by virtue of having been elected to their offices. Any other represented delegates must be elected by secret ballot of the Association membership or appointed by the EA Executive Committee (as approved by IFPTE). Any delegate must be an Association active member, active retiree member, or active EA staff union member. Ballots must be mailed out to the entire Association membership not less than fifteen (15) days prior to the election. There shall be no proxy voting for any elected positions.

II-C:1-a

- a. Duties and Responsibilities of Officers
 - 1) The President shall:
 - a) Perform the executive function of the Association at the direction of the Association Executive Committee; authorize Association actions, releases, expenditures, and other Association activity described in Section III of the Association By-laws at the direction of the Association Executive Committee.
 - b) Call meetings and preside at Association Executive Committee meetings. Prepare an agenda for a meeting, distribute the agenda to inform Association members of the meeting day, hour, and place, accept other appropriate agenda items from members, call Association Executive Committee meetings, act as Presiding Officer and official voice at meetings, and decide questions of order according to the ROBERT'S RULES OF ORDER NEWLY REVISED when guidance is not provided by the Association By-laws.
 - c) Serve as the official representative of the Association either in person or through delegation of duties to a representative who will act for the Association President.
 - d) Serve as the official representative of the Association on the TVA/EA Health Care Committee.
 - e) Appoint necessary committees from the active membership and make appointments from the active membership to the following standing committees with the consent of the Association Executive Committee.

A standing committee shall be a committee that while performing the functions assigned by the Association Executive Committee shall consist of a membership retaining no less than 50 percent of members that have served for at least one full year of the life of the committee. Any change in the membership to this committee may be initiated by any member of the Association Executive Committee, but shall be subject to approval by a majority vote of the Association Executive Committee. In the case of a committee member resigning from the committee, the Valley-Wide President shall be empowered to select a replacement.

II-C:1-a:1)-e):(1)

- (1) Election Committee consisting of five (5) members (graphically representing the membership) with one member being appointed each year and with the senior member serving as Chairman. The Association Election Committee shall be responsible for securing the names and acceptance of candidates for offices to be filled and submitting the list to the Association Secretary; for validating, opening, and counting ballots as necessary to determine a winner in a secret ballot election; for investigating and correcting irregularities of an Association or Section election, and for aiding the Association in any election or referendum process as directed by the Association Executive Committee. If problems occur in an election or referendum process that are not addressed by the Association By-laws, the Association Election procedure, or other rules governing the Engineering Association, a majority vote of the Association Election Committee and concurrence by the Association Executive Committee shall determine the resolution. The Election Committee may delegate validation of signatures to the staff.
 - (2) By-laws Committee to study the need for changes in these documents on a continuing basis and report to the Association Executive Committee. Upon formal request by the Association Executive Committee, the By-laws Committee shall recommend an interpretation to the Association Executive Committee.
 - (3) Long-Range Planning Committee to study possible future actions of the Association and make recommendations to the Association Executive Committee.
 - (4) Committee on Discipline consisting of five members to be responsible for verifying signatures (which must be payroll signatures), preparing written charges, obtaining written rebuttal and submitting the charges and rebuttal to the Election Committee for use in conducting a membership referendum. The Association Committee on Discipline may aid the Association in other activities as directed by the Association Executive Committee or at the direction of any Valley-Wide officer. The Committee on Discipline shall have the authority to investigate any charge(s) brought against an Association member and to determine the validity of such charge(s). The charge(s) should be made known to the person(s) against whom the charge(s) have been made, and an opportunity for rebuttal shall be made available to him/her.

II-C:1-a:1)-e):(4)(a)

- (a) If the charges can be explained or resolved, either by investigation or rebuttal, a report shall be made to the Association Executive Committee with a full explanation of the charge(s), investigation, rebuttal, and the committee's recommendation as to resolution of the charge(s). The Association Executive Committee shall then decide by majority vote as to whether to accept, modify or reject the committee's recommendation.
- (b) If the charge(s) are validated by investigation or otherwise cannot be resolved by the Committee on Discipline, the committee shall prepare a report to be made to the Association Executive Committee. The report shall include a full explanation of the charge(s), investigation, rebuttal, and the committee's recommended action. The Association Executive Committee shall then decide by majority vote as to whether to accept, modify or reject the committee's recommendation.

Discipline may range from a verbal warning up to and including removal of membership in the Association. Any disciplinary action against a member shall be eligible for appeal to the Association Executive Committee per III-B:3. No member of the Association Executive Committee or Staff shall serve on the Committee on Discipline.

- (5) Association Negotiation Committee to study prevailing salary practices and prepare recommendations for the Valley-Wide Negotiating Team and the Negotiation representatives to use during the TVA-EA wage negotiations.
- f) Administer the control of expenditures either personally or with the assistance of an Audit Committee by:
 - (1) Authorizing expenditures for Association Committee meetings.
 - (2) Verifying the expenses of vouchers as being reasonable and necessary for meetings.
 - (3) Signing the expense vouchers authorizing payment on the vouchers by the Treasurer.

g) Grant waivers regarding the filling of positions including, but not limited to, extensions for Vacant Position Announcements and waive Position Vacancy Announcements when necessary after conferring with the appropriate Section President or Sub-section President.

2) The Vice President Shall:

- a) Carry on the duties of President during the absence or incapacity of the President.
 - (1) The Association Executive Committee shall be responsible for deciding when the President is incapacitated or is able to resume duties of the Presidency after a period of incapacity. The Association Executive Committee shall vote on the incapacity of the President if petitioned to do so by two or more Association Executive Committee members or by petition of 10 percent of the Association active members. An affirmative vote of over 50 percent of the Association Executive Committee members shall be necessary to declare the President incapacitated or able to resume the duties of office.
 - (2) During an incapacity of a President, the Association Executive Committee shall select an acting Vice President.
- b) Become the President in case of a vacancy in the Presidency.
- c) Assist in carrying out the duties of office of the President at the direction of the President.
 - (1) The Vice President shall be responsible for editing, publishing, and distributing the Association's official publication. The Vice President shall be responsible for obtaining the approval of a majority of the Association Officers before publishing an article. Editorials must reflect the official EA policy adopted by the Association Executive Committee.
 - (2) The Vice President shall serve as a Parliamentarian in advising the President upon request on questions regarding rules of order or procedure.

- d) In case of a vacancy in the Office of the Vice President, the Association Executive Committee shall select a new Vice President.
- 3) The Secretary shall be responsible for the maintenance of the appropriate records of the Association as specified by the Association Executive Committee and as required by the Tennessee General Corporation Act.
 - a) The Secretary shall keep minutes of all meetings of the Association Executive Committee and such other records of the Association as specified by the Association Executive Committee. The Secretary shall maintain Personal History Records on each Association employee.
 - b) In case of a vacancy in the Office of Secretary, the Association Executive Committee shall select a new Secretary.
- 4) The Treasurer shall have custodial possession of Association funds and shall keep complete books and records of accounts as required by the Tennessee General Corporation Act.
 - a) The Treasurer shall prepare an analysis of the records of income and expenditures of the Association and make a timely report of the financial position of the Association to the Association Executive Committee.

 The Treasurer shall co-sign with the President all Presidential vouchers.
 - b) In case of a vacancy in the Office of Treasurer, the Association Executive Committee shall select a new Treasurer.

b. Election of Association Officers

- 1) Balloting Procedure
 - a) The balloting for President, Vice President, Secretary, and Treasurer shall be by secret ballot; this could include electronic/telephone means with validation ID. Active members are eligible to hold a Valley-Wide Office provided they have been an active member for the 12 consecutive months immediately preceding the election. There shall be no proxy, absentee or member voting agreements, voting trusts, or cumulative voting allowed in Association elections. The term of an Officer shall be

for a three year period. In the event of contract cancellation, the terms of the existing Officers and DUR/Group Representatives of the Association will be extended for six months. Officers and DUR/Group Representatives who are elected to succeed those serving an extended term shall serve for 30 months.

- b) The slate of candidates for offices of the Association Executive Committee shall be distributed to the DUR/Group Representatives. Two weeks shall be allowed for nominations by petition.
- c) Nominations by petition shall be accepted if signed by 5 percent of the active members and submitted to the Association Office within the two weeks designated for the receipt of nominations by petition.
- d) The names of candidates shall be placed on the ballot in random order by drawing their names by lot. This shall be done by the Association Office if a representative of the Election Committee is present, or shall be done by the election Committee providing a majority of the Committee is present for the drawing.

2) Voting Procedure

- a) The election of Officers shall be conducted so that members are allowed two weeks in which to vote.
- b) The last day to vote in the initial election shall fall on a Wednesday in October. If a holiday falls during the voting period, an extra day will be allowed in the voting period.
- c) The election ending in November shall determine the Officers whose term of office shall be for three years beginning at the first meeting of the next year.

3) Determining Results of the Election:

a) For paper ballot elections, the Election Committee shall open and count ballots as necessary. The Election Committee is responsible for the validation of the election. The Election Committee may delegate

- validation of signatures to the staff. The Election Committee may be made up of Association members or a Certified Public Accountant.
- b) For electronic/telephone elections, the Election Committee shall verify and count ballots as necessary. The Election Committee is responsible for the validation of the election. The Election Committee may delegate the validation IDs to the Staff. The Election Committee may be made up of Association members or a Certified Public Accountant.
- c) The candidate who receives a majority of the votes cast shall be declared the winner. If no candidate receives a majority of votes cast, the top two candidates will be placed on a ballot for a run-off election.

2. Members of the Association Executive Committee

- a. The Association Officers and all Section Presidents shall make up the Executive Committee of the Association.
- b. The Association Executive Committee shall perform legislative and judicial functions of the Association. Members of the Association Executive Committee shall perform these functions as required while giving consideration to the desires of the section and to the obligations and objectives of the Association.

D. Employees of the Association

- 1. The Association Executive Committee shall engage employees and determine their rates of pay, hours of work, and conditions of employment.
 - a. The Association Executive Committee shall hire the employees necessary to perform the duties and functions of the Association.
 - b. The job descriptions and pay schedule shall be adjusted at the discretion of the Association Executive Committee and these job descriptions shall empower Association employees to negotiate to conclusion all matters necessary to perform these duties
- 2. The employees of the Association shall assist the Association President in performance of the executive functions of the Association under the supervision of and as directed by the Association Executive Committee.

- E. Standards of Ethical Conduct: The following principles of ethical conduct apply to all officers, DURs, employees, contractors and membership of the Association.
 - 1. Shall put forth honest effort in the performance of their duties.
 - 2. Shall act impartially and not give preferential treatment to any member.
 - 3. Shall protect and conserve Association property and shall not use it for other than authorized activities.
 - 4. Shall disclose waste, fraud, abuse, and corruption to appropriate authorities.
 - 5. Shall adhere to Association By-laws, policies, and directives approved by the Executive Committee.
 - 6. Shall not use his or her Association position for private gain or the private gain of friends, relatives, or persons with whom he or she is affiliated in an Association capacity, or the endorsement of any product, service, or enterprise.
 - 7. Shall make no commitment which could be perceived as binding to the EA or its membership without prior approval by the Association Executive Committee or permitted by the Association By-laws.
 - 8. Shall endeavor to avoid any actions creating the appearance that they are violating these Standards of Ethical Conduct.

III Operation

A. Negotiations

- 1. The Association Executive Committee shall be the Valley-Wide Negotiating Team.
- 2. The President, with the consent of the Association Executive Committee, may designate additional representatives to assist in negotiating with officials of TVA in matters pertaining to the interest of the Association's members.
- 3. The Valley-Wide Negotiating Team shall be empowered to negotiate to a conclusion any matter under consideration.

B. Personnel Relations

- 1. Grievances of TVA employees represented by the Association shall be processed according to the Articles of Agreement, Supplements thereto, and Association Bylaws.
 - a. Except for a nonselection grievance, an aggrieved bargaining unit member should attempt to resolve the problem informally, with assistance of an Association representative, before filing a grievance.
 - b. The procedure to initiate a grievance shall be for the aggrieved employee to submit a completed and signed grievance form of the protested action and the remedy or correction requested within time limits established in the Articles of Agreement to the responsible supervisor.
 - c. The Association will support a former member of the bargaining unit through the normal grievance procedure. The grievance must be initiated in a timely manner according to the Association By-laws and the Articles of Agreement.
 - d. The Association Staff should not be required to make a choice between members of the bargaining unit in deciding if a grievance should be filed by the Association.
 - e. The procedure to be followed when the Association is processing a grievance on behalf of a bargaining unit member shall be:

III-B:1-e:1)

- 1) An Association staff representative and/or appropriate DUR shall attend S-11:B grievance hearings with the aggrieved employee. Any hearing where the staff representative is not in the meeting room for the hearing, such staff representative will be available by phone for consultation with the DUR and aggrieved employee.
- 2) Any time prior to an S-11:C hearing the staff representative and/or DUR may have a grievance reviewed by a Grievance Review Committee (GRC) (consisting of members selected by the Association President). When requested, the GRC shall review the conditions surrounding the grieved action to determine whether the Association should support the grievance.
- 3) If the Association supports an appeal of a grievance to S-11:C and if the grievance is not resolved at this level, then the Arbitration Review board (consisting of three members of the Executive Committee) shall examine the hearing record and determine whether the case should be appealed to arbitration following an adverse S-11:C decision.

2. Member Appeal Process

- a. Any active Association member having cause to bring before the Association Executive Committee an appeal of action or decision taken by the Association, shall submit in writing to either the Valley-Wide President or Valley-Wide Secretary that notice of appeal and request for appearance before the Association Executive Committee not less than 30 calendar days prior to the next scheduled Association Executive Committee meeting.
- b. Any active Association member making such said request shall include the purpose or disputed decision or action in that written request.
- c. All such written requests will only be recognized after the Section Executive Committee has fully considered within 90 days of the active member's issue, and the Section President, acting under authority of such Section Executive Committee action, will issues a decision to the member's stated concern.
- d. The Association will assume no expenses nor will it recognize any disbursements for the purposes of this appeal provision.

C. Meetings of the Association Executive Committee

- 1. An annual meeting shall be held during the calendar year. All meetings shall be held within the TVA Region (watershed and power service areas). New Valley-Wide Officers shall be prepared to assume the responsibilities of office at the first meeting of the calendar year. All other new officers shall be prepared to assume the responsibilities of office at the Annual meeting.
- 2. Periodic meetings shall be held at least three times within a calendar year. One of these meetings may be the annual meeting. The Association Executive Committee may select a location for each meeting. If the Association Executive Committee does not select a location, the Association President shall designate a location and time.
- 3. Periodic training should be conducted to prepare DURs to discharge their duties effectively. Consideration should be given to conduct the training prior to the Annual Meeting.
- 4. Special meetings of the Association Executive Committee may be called by the President and must be called if petitioned by over 50 percent of the Association Executive Committee or by 10 percent of the active members.
- 5. All meetings are open to members of the Association. Active members shall be notified of all periodic meetings by the Association President through their DUR. Notice shall be given not less than ten (10) days before the date of the meeting. A proposed agenda will be mailed to the Association DURs not less than ten (10) days prior to the meeting.
- 6. The Association Executive Committee shall conduct business according to THE NEW ROBERT'S RULES OF ORDER (latest revision) where rules are not provided otherwise.
- 7. The affirmative votes of over 50 percent of the Association Executive Committee members shall be required for the adoption of motions. Any Executive Committee member may request executive session on any item through a motion. While in Executive Committee closed session, (i.e. Executive Session) the Executive Committee may request advice or counsel from any resource as deemed appropriate. All personnel matters are conducted in executive session. For any personnel actions, the affected employee may request to make an appearance

III-C:7

before the Executive Committee in Executive Session. Other matters normally considered in executive session include, but are not limited to, legal actions, negotiation strategy or any item considered sensitive by a majority vote of the Executive Committee. A vote without benefit of a motion is required for a member's reinstatement or application of membership if challenged. There shall be no proxy, absentee or member voting agreements, voting trusts, or cumulative voting allowed in Association Executive Committee voting. Business may be conducted between meetings by a conference telephone call of the Association Executive Committee members. Every effort will be made to contact every Association Executive Committee member for such teleconferences. If contact cannot be made with the Section President, then every effort will be made to contact the Section Vice President for such teleconferences. A five (5) day notice with the topic of discussion will be given for teleconference votes. Participation in teleconference votes by a majority of the Executive Committee shall constitute a waiver of the five (5) day notice. However, any objection to the waiver of the five-day notice requirement must be raised during roll call of the participants and shall be duly recorded in the minutes of the teleconference meeting. Business may be conducted between meetings by the execution of a written consent to action involving a response from all members of the Association Executive Committee.

8. Previous motions may be reconsidered under old business during the next two regularly scheduled Executive Committee meetings provided the Association Executive Committee member making the reconsideration has documented input from his/her membership (i.e. motion documented in Section minutes, petition from Section membership) against the Association Executive member original vote.

D. Cooperative Conferences

- 1. It is an integral part of the Association job to foster and participate in the cooperative conference program.
 - a. Cooperative conferences are a joint activity of TVA and the Association and a regular part of our negotiated agreement.
 - b. The cooperative conference shall not act upon items subject to our negotiated Agreement.
 - c. Serving in cooperative conference activities is considered a "joint activity" and is a regular part of this job.

III-D:2

- 2. Association representatives to the CJCC shall be appointed by the President with the consent of the Association Executive Committee. Local cooperative conferences may be established in accordance with applicable Supplements to the Articles of Agreement.
- 3. Association representatives to a Local Joint Cooperative Conference (LJCC) shall be elected or appointed from units defined by the LJCC organizational structure. In the event the units are not defined by the LJCC then the appropriate Association Executive Committee (Valley-Wide, Section, or Sub-section) shall define the units. Only active members are eligible for nominations and can participate in the election process. The appropriate Association election committee (Valley-wide, Section, or Sub-section) shall conduct the election or appointment of Association representatives for the LJCCs. Association representatives to a LJCC shall be a DUR (Valley-Wide, Section, Sub-section, or Group) or an active member as determined by the following:
 - a. For units having DUR(s), they are the primary eligible candidates. If there are two or more DURs in the unit or a DUR formally declines candidacy, then an election shall be held.
 - b. For units having no DURs, then nominations will be taken from the active members in the unit. If more than one nomination is received, an election shall be held. If only one nomination is received, then this active member shall be appointed as the unit's representative.

E. Discipline

- 1. Impeachment and Recall of Officers
 - a. Impeachment of an Officer shall be initiated by a petition submitted to the Chairman of the Committee on Discipline by any active member.
 - 1) A petition must contain dated signatures of at least 25 percent of the active membership and be submitted to the Chairman of the Committee on Discipline within ninety days of the petition initiation date. A petition must be currently dated upon initiation with a copy mailed to the Association President within three days of the date of initiation. The active membership

shall be those on the Association membership rolls at the time the petition is initiated. A recall election against an Officer shall not be held more than once for what the Association Executive Committee deems to be the same charge during his elected tenure of office.

- 2) Upon receipt of a petition for recall, the Committee on Discipline shall have two weeks for verification of signatures and distribution of forms requesting charges. Forms must be signed and returned within two weeks for the charges to be included in the statement to be presented to the Officer named in the petition.
- 3) The Committee on Discipline shall then have two weeks to collect and prepare a statement of written charges to be presented to the Officer named in the petition.
- 4) The Officer named in the petition shall have two weeks to prepare a written rebuttal to the charges. The written charges and rebuttal shall be distributed to the membership by the Election Committee within two weeks after preparation of the rebuttal is complete.
- b. Two weeks after the circulation of the charges and rebuttal to the membership, a referendum vote shall be held by secret ballot. The members shall have two weeks in which to return their ballots, and the end of the voting period shall be made to fall on Wednesday.
- c. An affirmative vote of two-thirds or more of the votes cast in an Association membership referendum by a secret ballot shall be necessary for recall.
- d. In the event of an affirmative vote to recall an Association Officer, the office shall be vacated immediately upon notification by the Election Committee Chairman and shall be filled in the manner prescribed in the By-laws for the filling of vacant offices. An Association Officer who has been recalled shall not be eligible as a candidate for any Association elected position for two years from the time of notification of removal.

2. Dismissal of Members

a. Failure to pay dues and assessments within the prescribed time shall be considered a resignation. Membership in the Association shall be terminated when the revocation of dues deduction authorization is made effective by the TVA Payroll Office. b. Any member who fails to abide by the By-laws of the Association or who fails to abide by any written agreement between the Association and TVA can be expelled from the Association. The charges and rebuttal on behalf of the member shall be presented to the Association Executive Committee by his/her Section Executive Committee and/or the eligible member at the member's option and expense. An affirmative vote of more than 50 percent of the members of the Association Executive Committee is necessary for expulsion.

3. Dismissal of Association Employees

a. By the Membership

- 1) Dismissal of Labor Relations Specialists, and other management-level employees shall be initiated by a petition submitted to the chairman of the Committee on Discipline by an active member of the Association.
 - a) A petition must contain dated signatures of at least 25 percent of the active membership and be submitted to the Chairman of the Committee on Discipline within ninety days of the petition initiation date. A petition must be currently dated upon initiation with a copy mailed to the Association President within three days of the date of initiation. The active membership shall be those on the Association membership rolls at the time the petition is initiated. A referendum on dismissal against an Association employee shall not be held more than once for what the Association Executive Committee deems to be the same charge, and charges must be current within two years.
 - b) Upon receipt of a petition for dismissal, the Committee on Discipline shall have two weeks for verification of signatures and distribution of forms requesting charges. Forms must be signed and returned within two weeks for the charges to be included in the statement to be presented to the employee named in the petition.
 - c) The Committee on Discipline shall then have two weeks to collect and prepare a statement of written charges to be presented to the employee named in the petition.
 - d) The employee named in the petition shall then have two weeks to prepare a written rebuttal to the charges. The charges and rebuttal shall be distributed to the membership by the Election Committee within two weeks after preparation of the rebuttal is completed.

- 2) Two weeks after the circulation of the charges and rebuttal to the membership, a referendum vote shall be held by secret ballot. The members shall have two weeks in which to return their ballots, and the end of the voting period shall be made to fall on Wednesday.
- b. By the Association Executive Committee

The affirmative majority vote of the Association Executive Committee shall be necessary for dismissal.

- c. In the event of an affirmative vote to dismiss an Association employee, the employee shall be notified in writing within three weeks by the Association President. Dismissal shall be carried out in accordance with the terms of the employment agreement between the employee and the Association.
- 4. Removal of Group Rep/Designated Union Rep Status
 - a. The Section Executive Committee with an affirmative majority vote shall remove the status for failure to comply to the duties of Group Rep/Designated Union Representative (II-B:3-c).
 - b. If by two-thirds membership petition a defined group requests an election for DUR/GR, an election shall be held within 30 days of receipt of the petition by the Section or Sub-section President. This does not prohibit the removed GR/DUR from being a candidate for any elected position.
 - c. The member whose status has been removed may appeal the Section's decision to the Association Executive Committee for final decision at the next Association Executive Committee meeting.
 - d. The member whose GR/DUR status has been removed as outlined in a. above shall not be eligible as a candidate for any Association elected position for two years from the time of removal.

IV. Finances

A. Membership Dues

1. Active and Part-time Members' Dues

The annual dues for active and part-time members shall be based on base pay and shall be collected through payroll deduction.

- a. The bi-weekly dues for active and part-time members shall be .004 times bi-weekly base pay plus IFPTE dues.
- b. The Association Executive Committee shall request from the membership a dues adjustment when the Association financial balance is below 30 percent of the current annual income of the Association. The adjustment shall be for an amount sufficient to correct the deviation within one fiscal year and shall be effected in accordance with the provisions for amending these By-laws.

2. Inactive, Student, and Retired Members' Dues

- a. The annual dues for inactive members shall be twenty-six dollars (\$26) payable by payroll deduction or by an annual lump sum payment. The annual dues for student and associate members shall be twelve dollars (\$12).
- b. The annual dues for student and associate members, shall be paid to the Association. Annual dues payments are due by March 31 for the current year. Dues for a partial year shall be prorated on a monthly basis using the current calendar year.
- c. Retired inactive members shall have honorary life membership.
- d. Active retiree members shall pay annual dues. Annual dues shall be .004 times the TVA salary at the time of retirement rounded to the nearest five (\$5) dollars plus IFPTE dues, and shall be paid to the EA office. Annual dues payments are due March 31 for current calendar year. Dues for a partial year shall be prorated on a monthly basis for the current calendar year.

3. Dues Refunds

Requests for resignation by members on payroll deduction shall be made effective when the Payroll Office stops payroll dues deductions, and no refund shall be made.

4. A special assessment, not to exceed an amount equal to two pay periods dues, may be collected from the active members if recommended by the Association Executive Committee and approved by secret ballot of the active membership with an affirmative vote of two-thirds or more of the ballots cast. The assessment shall be due immediately upon approval and must be paid to the Treasurer within 30 days.

B. Bi-Annual Budget

- 1. The President, with the assistance of the Treasurer shall prepare an annual budget. This budget shall be provided to the Association Executive committee by February 1 for their approval at the first Association Executive Committee meeting.
 - a. The bi-annual budget should be organized in such a manner to clearly indicate the nature of anticipated expenditures such as: staff salaries, office expenses, Association Executive Committee expenses, grievance expenses, salary negotiation expenses, special committee expenses, contingencies, etc.
 - b. The bi-annual budget shall not project deficit spending and shall include anticipated annual income.
- 2. The budget shall be attached to the first Association Executive Committee meeting minutes.

C. Association Expenses

- 1. The Association shall employ and compensate the necessary staff to efficiently conduct the business of the Association.
 - a. The Association staff shall be paid an annual salary according to a schedule prepared and maintained by the Association Executive Committee. The salary schedule shall be adjusted as determined by the Association Executive Committee with consideration of the average weighted salary change negotiated by TVA and the Association.
 - b. Each Association staff member shall have an annual written performance review prepared under the supervision of the Association President. The Association Executive Committee shall be informed two weeks prior to preparation of any performance review. Comments from the Association Executive Committee shall be included in all staff service reviews if deemed necessary by the Association Officers. All performance reviews shall be prepared using a performance rating system approved by the Association Executive Committee.
 - (1) Each Employee's performance should be evaluated on a periodic basis by the EA President (President) and a record of that meeting must be placed on file to be used at the year-end performance review. Periodic evaluations will ultimately be used to evaluate the Employee's year-end performance. Periodic reviews cannot be appealed but any work performance concerns for that review period must be noted in the Employee's periodic evaluation.
 - (2) At the year-end performance evaluation, the President will review the Employee's performance with the EC and request comments for evaluation and/or approval.
 - (3) Upon approval by the EC, the President will provide the Employee with their year-end overall performance review.
 - (4) If the Employee is not satisfied with any part of their performance review the employee will have 15 calendar days to contact the President to discuss the performance review. The President will have 15 calendar days to hold a meeting with the Employee. If the Employee is still not satisfied with

any part of their performance review and wishes to appeal, the Employee will have 30 calendar days to file a formal appeal. The appeal will be sent to the President and distributed to the EC. The Employee may request a formal meeting with the EC to discuss their year-end performance review. At no time will the Employee be required to sit and be evaluated by the EC unless the Employee requests to do so.

- (5) Upon receiving the appeal form, the EC will have 30 days (not to exceed 45 days) to establish an EA Employee Appeal Committee (Appeal Committee) and coordinate with the Employee to setup the appeal meeting with (1) the President, (2) the Employee, and (3) the Appeal Committee at which time both sides will present their cases.
- (6) Seven (7) DURs will be selected from a lottery. The President and Employee will meet and by virtue of coin toss, and alternately strike through names from the list provided until three (3) DURs remain. Those three (3) DURs will serve as the Appeal Committee for that appeal.

No member of the Executive Committee is allowed to serve on the Appeal Committee.

- (7) The Appeal Committee will hear arguments from the President and the Employee. At the end of the meeting, the Appeal Committee will have 15 calendar days to render a decision. The Appeal Committee decision will be final.
- c. The Association Executive Committee shall consider promotion of an Association staff member when the staff member has demonstrated ability to perform the duties of the higher position. A justification shall be prepared for Association Executive Committee consideration before a promotion can be approved. The effective date of a promotion will be the beginning of the pay period following the approval by the Association Executive Committee, or as deemed appropriate by the EA President and agreed upon by a majority of the Association Executive Committee.

IV-C:1-d

- d. For a performance period, a performance review shall be submitted to the Association Executive Committee for consideration. An Association staff member must have a performance review indicating adequate performance to be eligible for a performance increase. The effective date for a performance increase shall coincide with the increase of the EA bargaining unit.
- e. The Association Staff shall be allowed to take classes for higher learning toward a degree program approved by the Association Executive Committee. A two year working agreement will be signed by an Association Staff employee prior to starting classes. Reimbursement of the tuition will be made upon adequate completion of the class. Failure to complete the two year working agreement will result in all tuition being repaid to the Engineering Association. Terms and waivers are at the discretion of the Association Executive Committee.

2. Association Members' Expenses

- a. The Association shall reimburse members for all approved expenses incurred in representing the Association at the direction of the President or the Association Executive Committee. Vouchers submitted by the President shall also be authorized by the Treasurer.
 - 1) Reimbursement of expenses to Association representatives during TVA-EA annual salary negotiations shall be limited to committee members and Association Executive Committee members deemed necessary by the Association President.
 - 2) Representatives to cooperative conference meetings shall be reimbursed outof-pocket expenses for meals and lodging from the Association Treasury if spent for an out-of-town meeting and provided approval is obtained from the Association President.
 - 3) When an Association member is the employee co-chairman of a joint cooperative group and attends a committee meeting, the Association shall reimburse the employee's expenses.
 - 4) Reimbursement of leave shall be limited to annual leave, leave without pay, make up time, or compensatory time taken during a regularly scheduled work week except when an Executive Committee member attends an Executive Committee meeting on an off day when they will be reimbursed up to 8 hours at the straight time rate.

IV-C:2-a:5)

- 5) Reimbursement may be made to members for reasonable travel costs associated with the processing of grievances that are being pursued by the Association. Such reimbursement is limited to mileage and per diem reimbursement consistent with the Association policy. In the event the member travels from home to the grievance site, mileage will be reimbursed from the home if closer to the grievance site than the member's official station. If the grievant is no longer employed by TVA, mileage is paid from his/her home or last TVA official station, whichever is closer.
- b. All reimbursements to Association members shall be supported by a detailed voucher, executed in ink, including all necessary receipts and an authorization of the activity by the President.
- 3. The Association shall reimburse the Association employees for all reasonable expenses incurred in carrying out the directives of the Association Executive Committee and the President. All reimbursable expenses for the Association staff shall be supported by a detailed voucher, executed in ink, including all necessary receipts and an authorization of the activity by the Association President. Reasonable expenses for contractors will be reimbursed in accordance with the terms of that contractor's contract.
- 4. With the advance approval of the Association President, the Association shall reimburse section expenses incurred for election of Association Officers, for meetings of sections which have sub-sections, and for other special purposes. The Association Executive Committee may, upon request, provide additional funds for expenses of a section whose treasury has become depleted due to extraordinary reasons.
- 5. The Association shall maintain adequate staff office facilities to efficiently conduct the business of the Association. When Association staff and members use private transportation on authorized Association business, they shall be reimbursed for each vehicle at a rate established and adjusted by the Association Executive Committee using as a guide the IRS allowable transportation reimbursement rate.
- 6. An annual audit of Association expenditures shall be performed by a Certified Public Accountant, and a report shall be made available to all members of the Association. The audit shall cover the fiscal year ending December 31. A copy of the auditor's annual report shall be distributed to the members of the Association Executive Committee.

D. Treasury

- 1. The Treasurer shall maintain a checking account in the name of the Association with sufficient funds to pay the current expenses of the Association.
 - a. The Association Treasurer shall be empowered to sign checks upon receipt of a voucher authorized by the Association President.
 - b. The Association Secretary shall be empowered to sign checks in the absence of the Association Treasurer.
- 2. Reserve funds shall be placed in insured depositories in the name of the Association or in investments designated by the Association Executive Committee.
- 3. The Treasurer shall maintain ledgers and supporting documents for Association financial activities. All supporting documents for financial ledgers may be destroyed after seven years.
- 4. Those Association Officers empowered to sign checks shall be bonded for an amount approximately equal to the sum of the cash reserve.

V. Amendments to the By-laws

A. Proposed amendments to the By-laws shall be presented at the Valley-Wide Congress during the Annual Association Executive Committee meeting if requested by a petition signed by at least 10 percent of the active membership or by an affirmative vote of more than 50 percent of the Association Executive Committee members.

B. Requirements

- 1. Action on the proposed amendments, EA vision statements, mission statements, and value statements shall be by secret ballot of the delegates to the Valley-Wide Congress with an affirmative vote of more than 50 percent of the ballots cast necessary for adoption. In case of ties, the presiding chairperson, Valley-Wide President, shall cast the tie-breaker vote. The delegates to the Valley-wide Congress shall consist of the Association Executive Committee plus one (1) Congressional delegate for every 200 active members per section rounded to the nearest whole delegate but no less than one delegate from every section.
- 2. An amendment to the By-laws will go into effect immediately upon adoption unless otherwise specified at the time of adoption.
- C. Delegates shall be elected by the Section Executive Committee of their respective section. Delegates should be a Section Officer, Sub-section Officer, or Designated Union Representative.
- D. The Association Executive Committee may approve organization format or editorial changes.