

Section 2. Board of Directors

The Board of Directors shall consist of the officers, the at-large directors, any ethnic-minority board member(s), and one member representing KEA-R, elected by Fayette County members of KEA-R, who reside in or who formerly taught in Fayette County.

Section 3. Allocation and Election of Directors

- a. Six members of the Board of Directors shall be elected. The active members shall elect board members in conformance with the one person-one vote principle for two-year terms on a staggered basis.
- b. The Board of Directors shall be composed of at least the proportion of Ethnic-Minority members as exists within the active membership. In the event that the Board of Directors does not reflect the ethnic-minority proportionality, the Board of Directors shall create sufficient ethnic-minority board member positions to achieve proportionality. All active members shall have the right to offer eligible nominations for the ethnic-minority board member position(s). The active membership shall vote by secret ballot. The term for at-large positions shall be one (1) year. If the position is required in a succeeding year, the ethnic-minority board member(s) may be re-elected.

Section 4. Succession and Vacancy

- a. The Vice-President shall serve as President when for any reason the President is unable to serve.
- b. If any office, other than that of President, should become vacant, such office shall remain vacant until an election is held at the next regular meeting of the Representative Assembly. When either the President or Vice-President is unable to preside, a member of the Board of Directors shall be named by the Board to serve as presiding officer.

Section 5. Impeachment

Members of the Board of Directors of the Association may be impeached for violation of the Code of Ethics of the Education Profession, for misfeasance, for malfeasance, or for nonfeasance in office.

- a. Impeachment proceedings against a member of the Board of Directors shall be initiated by written petition submitted to the Review Board by at least twenty (20) percent of the active members of the Association.

- b. If, after a due process hearing, a two-thirds (2/3) vote of the Review Board shall sustain the charge, the position shall become vacant.
- d. The Board member may appeal the decision to the Representative Assembly.

Section 7. Functions of the Board of Directors

The Board of Directors shall:

- a. approve contracts, be responsible for the employment of staff, be responsible for the maintenance of the good will and credit of the Association, provide for the efficient management and administration of Association resources, and approve any other agreements necessary for the efficient conduct of the business of the Association;
- b. require reports of officers;
- c. advise new officers of programs in progress;
- d. authorize expenditures in accordance with the approved budget;
- e. make other recommendations to the Representative Assembly;
- f. act for the Association ad interim;
- g. execute the mandates of the Representative Assembly; and
- h. hear appeals of decisions by the Review Board concerning the alleged violation of the Code of Ethics of the Education Profession, the censure, suspension, or expulsion of a member, with the authority to overrule the decision by a two-thirds (2/3) vote. The right to due process shall be guaranteed.

Section 7. Restrictions

- a. No officer or member of the Board of Directors shall, on behalf of FCEA, make an official statement other than on policies, goals, and/or resolutions which have been previously established.
- b. No additional funds shall be allocated to budgeted categories without an affirmative vote of at least a majority of the total members of the Board of Directors. Such action shall be reported at the next Representative Assembly.

Section 8. Meetings

- a. The Board of Directors shall meet each month from August to June on a designated day. Special meetings of the Board of Directors may be called by the President or by petition of a majority of Board members.
- b. After a Board member has had three (3) consecutive absences from regularly scheduled meetings of the Board, the Secretary shall notify the Board of the situation. A letter shall be sent to the absent Board member, with a copy to the President, advising them of the situation. The Board may, through a majority vote, declare the seat vacant after guaranteeing due process rights with right of appeal to the Review Board.

ARTICLE V. REVIEW BOARD

Section 1. Judicial Powers

The judicial powers for the Association as described in this Article shall be vested in a Review Board.

Section 2. Jurisdiction

- a. The jurisdiction of the Review Board shall extend to cases as herein defined.
- b. The Review Board shall have original jurisdiction and powers in the following cases:
 - 1) The impeachment of an officer or a Board of Directors member as stated in Article IV, Section 5, of the Constitution.
 - 2) The alleged violation of the Code of Ethics of the Education Profession.
 - 3) The censure, suspension, or expulsion of a member.
 - 4) The removal of, censure or suspension, or the reinstatement of a member.
 - 5) The review, upon request, of an action of the Board of Directors, or the Representative Assembly regarding consistent application of the Constitution and/or Bylaws; and to make, when necessary, remedial recommendations to the appropriate body. Request may be made by the Representative Assembly, the Board of Directors, or twenty (20) percent of the membership.