

BYLAWS
OF THE
MODESTO CONFIDENTIAL and MANAGEMENT ASSOCIATION

ARTICLE ONE
NAME

Section A: Name: The name of this organization shall be the MODESTO CONFIDENTIAL and MANAGEMENT ASSOCIATION.

ARTICLE TWO
CORPORATION

Section A: Nonprofit Mutual Benefit Corporation: This Association is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Law, California Corporations Code. The terms “corporation” and “association” may be used interchangeably within these bylaws. The principal office of the Association for the transaction of business shall be located in the City of Modesto, State of California.

ARTICLE THREE
PURPOSES AND OBJECTIVES

Section A: Purposes and Objectives of the Association: This Association is founded on the principle that its members, united in mutual interest and action in a spirit of cooperation, may through the free exercise of their constitutional freedoms of association and self-organization, best promote their own welfare. The purposes of the Association are as follows:

1. To provide representation for its members, as necessary and as provided for in these bylaws, in matters relating to employment, working conditions, wages and benefits;
2. To encourage activities tending to improve the morale and general welfare of the members and to encourage adherence of all its members to high standards of conduct.
3. To provide and maintain a "labor organization" as the term is used in section 501 (c) (5) of the Internal Revenue Code, that has as its principal purpose the representation of its members in matters regarding wages, hours of labor, working conditions, economic benefits and other terms and conditions of employment;

Section B: Accomplishment of Purposes: The Association shall take the necessary steps for the accomplishment of these purposes.

Section C: Use of Association Name: The Association's name shall not be used for any purpose without the majority approval of the Board of Directors.

ARTICLE FOUR MEMBERSHIP

Section A: Non-discrimination: There shall be no discrimination or restriction on membership because of race, color, creed, national origin, sex, age, marital status, political affiliation, sexual orientation, religion, citizenship, medical condition or physical handicap.

Section B: Classes of Membership: There shall be three (3) classes of membership in this Association:

1. Active Members
 - a. Active membership shall be limited to paid employees of the City of Modesto, including those eligible members on leave of absence as approved by the City who occupy positions in the City of Modesto job classifications that are assigned to this bargaining unit.
 - b. Any member who is terminated or otherwise dismissed by the City and who appeals such termination or dismissal may remain a member in good standing pending the outcome of said appeal, including any judicial review thereof.
2. Retired Members: Retired membership shall be available to all active members in good standing upon their retirement. Retired membership shall be limited to participation in non-business events of this Association. Retired members may not hold office in this Association. Retired members shall not pay dues. Retired members shall be entitled to continued eligibility for group insurance plans in which they were enrolled prior to retirement.
3. Associate Members: Associate membership shall be available only to employees of the City of Modesto who are not represented by the Association for purposes of collective bargaining. Associate membership shall be limited to participation in non-business events of this Association. Associate members shall not be eligible to vote on Association matters or hold office. Associate Members shall not be eligible for assistance from the legal fund. Associate members shall pay dues at a rate established by the Board of Directors.

Section C: Member Standing: All members are considered in good standing provided their dues are not more than thirty (30) calendar days delinquent. The Board of Directors, upon a 2/3 vote, may waive the payment of dues for members on leave.

Section D: Rights of Members: Members who are in good standing as defined in this Article 4 shall have the following rights:

1. To attend and address the general membership and vote, whereas, members who are not in good standing shall not have this right.
2. For current employees who are members in good standing as of August 1, 2007, they shall have the right to professional labor representation.
3. For new eligible employees who are hired on or after August 1, 2007 and who become members no later than six (6) months from their date of hire or eligibility for membership, they shall have the right to professional labor representation after the first payroll deduction.
4. For all other eligible employees who have been employed longer than six (6) consecutive months and who then become Association members on or after August 1, 2007, they shall not have the right to professional labor representation until they have paid their dues for a total of six (6) months from the date they become Association members.

Section E. Termination of Membership: Membership in the Association shall terminate for the following reasons:

1. Death, resignation or termination from city service;
2. Termination from City service subject to the provisions of Article Four Section B.1.b; or
3. Withdrawal from the Association.

ARTICLE FIVE APPLICATION, DUES AND ASSESSMENTS

Section A. Application: No fee shall be charged for making application for membership in the Association.

Section B: Dues Rates: Dues and assessments for each active member of the Association shall be in an amount as determined by resolution of the Board of Directors.

Section C: Professional Representation Dues: Each regular member of the Association shall also pay dues toward the professional representation plan provided by the Association through a designated representative. The dues for active members

shall in no event be established at an amount lower than sufficient to meet the obligations of the Association for professional representation and assistance.

Section D: Payment of Dues: Payment of dues shall be by authorized deduction.

1. Payment thus made shall be for the pay period for which the paycheck was issued.
2. Members paying dues by salary deduction shall be considered in active status as long as the deduction authorization is in effect.

Section E: Waiver of Dues – Military Leave: Any member who is drafted into the service of the Armed Forces of the United States, or who is mobilized (activated) as a member of the Military Reserve or National Guard for a National or State emergency, shall remain an active member without payment of dues for the duration of their Military obligation involving National or State emergency. This section shall not apply to voluntary enlistment, nor shall it apply to the normal obligation of Reserve/National Guard status (Summer camp or meetings) in any of the above military units.

Section F: Waiver of Dues – Leave of Absence: The Board of Directors may waive the payment of dues by any member who is not receiving compensation from the City for one or more pay periods because of an authorized leave of absence. Authorized leave of absence shall include any leave of absence as defined in the Memorandum of Understanding between the Association and the City.

Section G: Suspension of Dues – Disciplinary Action: The Board of Directors may suspend the payment of dues by any member who is not receiving compensation from the City for one or more pay periods because of disciplinary action by the City. Dues may be suspended for any member who is terminated or suspended from work without pay for one or more full payroll periods. Should the member appeal the discipline and be awarded back pay, the member will be reinstated to good standing upon payment of full or partial back dues and assessments, including Association Dues and Representation Dues, as determined by the Board of Directors.

ARTICLE SIX OFFICERS AND DIRECTORS OF THE ASSOCIATION

Section A: Corporate Powers: The executive and administrative power of the corporation shall be vested in its Board of Directors. Directors shall be active members of the Association. The activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board of Directors shall have all powers necessary to carry out all purposes of the Corporation including entering contractual agreements for purposes of providing professional services for the benefit of the members.

Section B: Access to Corporate Records: All active members have the right to inspect standing rules, minutes, financial records and membership lists during normal business hours. Records not immediately available to the Secretary will be made available within thirty (30) calendar days of a written request being received by the Secretary, for purposes reasonably related to the person's interest as a member. Directors have an absolute right to inspect and copy any record of the Corporation at reasonable times.

Section C: Appointive Officers and Committees: The President may designate such appointive offices and establish such committees as deemed in the best interest of the Association, and the same shall serve at the pleasure of the President of the Association. The appointment of officers to office, as well as dismissal and the establishment or disestablishment of committees must be with the concurrence of a majority of the Board of Directors. Dismissal of an appointive officer can be for any cause whatsoever and need not be for dereliction of duty or malfeasance in office. The President may fill the vacancy of any appointive office in the same manner as an original appointment. The term of office of all appointive officers shall expire upon the installation of a new President and in no event shall an appointive officer hold office for more than two (2) years unless re-appointed to the office.

Section D: Board Duties: Generally.

1. Member Assistance: In all cases of disciplinary action by the City against a member of which the Board becomes aware, the President or another officer at his direction shall inform the member of the availability of professional assistance. Representation shall be provided to the member in accordance with the agreement between the Association and the provider of professional assistance.
2. Emergency Action: The Board shall in matters they deem as urgent or of an emergency nature, take immediate action on any and all matters that adhere to the avowed purposes of the Association, unless otherwise stated by these Bylaws.
3. Members Best Efforts: Each member of the Board of Directors shall:
 - a. Be familiar with the bylaws of this Corporation;
 - b. Be familiar with the Association's Memorandum of Understanding with the City;
 - c. Be familiar with the terms and conditions of any contracts to which the Association is a party;
 - d. Devote his/her energies to promote the purpose of this Corporation;and

- e. Attend any training provided for the purpose of enhancing the member's knowledge of their duties and responsibilities as a member of the Board of Directors.
- 4. Voting: All elective officers of this Association shall be entitled to vote on any matters concerning this Association.
- 5. Standing Rules: The Board of Directors shall have the authority to promulgate standing rules to effectuate the orderly development of the Association.

Section E. Officers and Directors: The Board of Directors shall consist of seven (7) members as follows.

- 1. President: The President shall:
 - a. Be the chief executive officer and shall preside at all meetings of the Association and of the Board of Directors;
 - b. Enforce a strict observance of these bylaws and all other laws, rules, and regulations applicable to the governing of the Association and the Board of Directors;
 - c. Be empowered to designate committees and appoint membership thereto which are not otherwise provided for;
 - d. Be an ex-officio member of all committees;
 - e. Require all officers of the Association to diligently and faithfully perform their duties, and it shall be the President's duty to forthwith report to the Board of Directors any dereliction that may come to the President's notice;
 - f. Announce the decision of the Association or the Board of Directors on all subjects;
 - g. Sign all reports, certificates, documents or correspondence that may be required;
 - h. Perform such other duties as the nature of said office or a majority of the board may require;
 - i. Have authority to appoint a Sergeant-at-Arms to preserve order whenever necessity requires;
 - j. Call meetings of the Board of Directors and the Association as provided by these bylaws;
 - k. Upon a majority vote of the Board of Directors appoint a parliamentarian who is well versed in these Association bylaws and Robert's Rules of Order;
 - l. Appoint a newsletter editor;
 - m. Act as spokes-person for the Board of Directors in all matters upon which the Board is authorized to act; and
 - n. Make a report of his/her and the Board of Directors' meetings and activities at each general or special meeting of the membership of the Association.

- k. The Secretary shall notify the general membership and the Board of Directors of all regular and special meetings of the Board and the Association stating, as a minimum, the time, date and location of the meeting, as well as any special items that are to be brought before the membership in accordance with the bylaws.
 - l. At the expiration or sooner termination of the Secretary's tenure of office, the Secretary shall deliver to his/her successor all books, documents, files, papers, equipment electronic or computerized files and/or other matters belonging to the Association or to the office of Secretary.
 - m. The Secretary shall perform such other duties as may be required by the office or by the Board of Directors.
4. Treasurer: The Treasurer shall:
- a. Collect and receive all income to the Association, whether by dues, donations, or any other manner whatsoever;
 - b. Assure that all monies are properly accounted for and receipted for, and such monies, except for petty cash, shall be maintained in banks or other financial institutions as the Board of Directors may designate;
 - c. Pay all orders, charges, and expenses of the Association as directed by the Board of Directors;
 - d. Maintain the financial records of the Association;
 - e. Prepare a financial report for each meeting of the Board of Directors and each general membership meeting, (the financial report shall contain no less than a report of cash assets, depository of cash assets, income received, source of income and nature and extent of all disbursements since the last financial report);
 - f. Retain the services of a professional accountant or bookkeeper, subject to the approval by the Board of Directors, for the preparation of all financial statements, County, State, and Federal corporate tax returns and general accounting services as required;
 - g. Have the Corporation's books, accounts and records in a condition for audit at all times and ready to turn over to his/her successor in the office of the Treasurer; and
 - h. Insure that all accounts are properly designated and that there shall be no commingling of personal or non-Corporate assets with the assets of the Corporation.
 - i. The President may appoint an assistant to the Treasurer who shall become familiar with the financial affairs of the Association and act in the absence of the Treasurer.
5. Directors-at-Large:
- a. Three (3) Directors-at-Large shall be elected from the general membership

- b. Along with members of the Executive Board, attend all meetings of the Board of Directors and conduct the business of the Association; and
- c. Shall perform such duties as required by these bylaws or assigned by the President.

Section F. Retiree Representative

- 1. The President may appoint a Retiree Representative with concurrence by the Board of Directors. The Retiree Representative shall serve as liaison between the Board of Directors and retired members of the Association.
- 2. The Retiree Representative shall not vote on any Association matters and may be excused from any Board meeting at the discretion of the Board of Directors.

**ARTICLE SEVEN
TERMS OF OFFICE**

Section A: Executive Board: An Executive Board consisting of the President, Vice President, Secretary, and Treasurer shall be elected for terms of two years. The term of office for President and Secretary shall begin on odd-numbered years. The term of office for Vice President and Treasurer shall begin on even-numbered years. There shall be no limit to the number of consecutive terms an officer may serve.

Section B: Directors-at-Large: Directors, other than the Executive Board, shall be elected for a term of two years according to the following schedule: The term of office for one Director shall begin on odd-numbered years and the term of office for two Directors shall begin on even-numbered years. There shall be no limit to the number of consecutive terms a director may serve.

Section C: To achieve the alternating terms provided for in Sections A and B of this Article, the following shall be done:

- 1. The President and Secretary elected for two-year terms beginning June 2002 shall remain in office for the balance of year 2002 plus their two-year terms ending December 31, 2004.
- 2. The Vice President and Treasurer elected for two-year terms beginning June 2002 shall remain in office for the balance of year 2002 plus their elected one-year terms ending December 31, 2003.
- 3. Directors-at-Large shall serve initial terms as follows:

- a. The Directors receiving the highest number of votes during the election held June 2002, shall remain in office for the balance of year 2002 plus a two-year term ending December 31, 2004.
 - b. The remaining Directors elected during the election held June 2002, shall remain in office for the balance of year 2002 plus a one-year term ending December 31, 2003.
4. This Section C of Article Seven shall expire by its own terms on December 31, 2004.

**ARTICLE EIGHT
ELECTION OF OFFICERS AND DIRECTORS**

Section A: Nominating Committee: At the September meeting of the Board of Directors, the President shall appoint a nominating committee from the ranks of the active members to solicit and/or nominate candidates for the offices of Board of Directors and Executive Board which are subject to election for the following year. At the October meeting of the Board of Directors, the nominations shall be presented to the membership present at the meeting. Additional nominations may be received from the floor.

Section B: Election: Following the October meeting, election of Officers and Directors shall be by mail ballot as provided for in Article Thirteen.

Section C: Assumption of Office: Those Directors and Executive Board members elected by a majority of the returned ballots shall assume office as of January 1 the following year. The officers and Directors elected shall be seated as the first order of new business at the subsequent January meeting of the Board of Directors.

**ARTICLE NINE
ELIGIBILITY FOR OFFICE**

Section A: Minimum Requirements: Active members of the Association shall be eligible for any office in the Association and may be nominated in accordance with these bylaws, if they meet the following requirements:

1. Each candidate shall be an active member of the Association.
2. Each candidate for Director shall submit an application for nomination endorsed by at least five (5) members and a statement that the member will accept the position, if elected.
3. Eligibility requirements for write-in candidates shall be the same as the requirements for an otherwise nominated candidate.

- Section B: Employment Status: Members seeking election to an office in this Association must be on a full or limited employment status with the City at the time nominations is made for the office.
- Section C: Non-Bargaining Unit Members: Members not covered by the bargaining unit may not hold offices in this Association.
- Section D: Review of Eligibility: After the close of nominations and prior to preparation of the ballot, the nominating committee shall examine each nomination to ensure that each candidate meets the minimum requirements for election.

ARTICLE TEN RESIGNATION OR REMOVAL FROM OFFICE

- Section A: Termination of Employment: An office shall be deemed vacated when the elected officer terminates employment with the City of Modesto, either by resignation, leave of absence, retirement, or by resignation of the office.
- Section B: Default in Attendance: An office shall be deemed vacated when the officer misses two or more consecutive Board of Directors meetings and/or two or more consecutive general membership meetings without reason acceptable to the Board (i.e. mandatory overtime, vacation, self or family illness, etc.). A member of the Board of Directors who anticipates an absence shall provide advanced notice to a member of the Executive Board. The Secretary shall keep the attendance records and advise the Board of Directors when an officer appears in default. The Board of Directors shall present the default records to the general membership at the next regular meeting for a floor vote to determine if the office shall be deemed vacated.
- Section C: Promotion: An office shall be deemed vacant when the elected officer is no longer a member of the bargaining unit, either through advancement to management ranks, or cancellation of membership in the Association.
- Section D: Recall: Members of the Association that are entitled to vote may recall any elective or appointive officer by submitting, in writing, a petition signed by not less than twenty percent (20%) of the members of the Association requesting that the named officer or officers be removed from office. The petition shall be submitted to the Board of Directors and upon receipt thereof, the President shall appoint a committee of not less than three (3) voting members, not more than one (1) of whom signed the petition. The committee shall within three (3) business days of its creation, prepare a secret ballot to be distributed to all voting members in accordance with Article Thirteen. Should the Secretary be subject to recall, all duties of the Secretary in Article Thirteen shall be assigned to a Director-at-Large appointed by the President and confirmed by a majority of the Board of Directors. The ballot shall contain the name of the officer who is being subjected to recall, the office held, and the question: "Shall the above-named officer be recalled?"

Yes_ No_.” The committee shall collect all secret ballots and, in the presence of each other and the President of the Association, or the Vice-President if the President is subject to recall and one (1) member chosen by the officer subjected to the recall, open each ballot separately and tally the same. The recall shall fail unless a majority vote of all active members carried on the roster of the Association shall vote in the affirmative.

Section E: Removal From the Board of Directors for Cause:

1. Charges against any Officer or Directors may be filed in writing with the Board of Directors at any Board meeting by a member of the Association in good standing. Said charges shall be referred to a special committee of five (5) members of the Board of Directors, three (3) to be selected by the President and two (2) by members of the committee. If the charges are against the President, the Secretary will appoint the three (3) members of the committee in lieu of the President. No members of the Board of Directors against who charges are made or member bringing such charges will be a member of the committee.
2. A two-third (2/3) vote of the entire Board of Directors of the Association will be necessary to impose any action on a member found guilty of any wrongdoing.
3. The Board may remove a director for cause only if the director is:
 - a. Declared of unsound mind by a court,
 - b. Convicted of a felony,
 - c. Found by final court order to have breached his/her statutory duty of care,
 - d. Is absent for two (2) consecutive Board Meetings, unless his/her absence is excused by a majority vote of the Board of Directors, or
 - e. Found to be in violation of the bylaws or the avowed purpose of the Association in a manner deemed detrimental to the good of the Association.
4. Within five (5) business days, the removed Director may request an appeal to the Association of the vote of the Board of Directors. At the next General or Special meeting of the membership, the issue shall be presented to the membership by the President on behalf of the Association and the appealing Board member on their own behalf. If the Association, by a majority vote of those present, affirms the action of the Board, the action of the Board shall stand. After such affirmation, such member's position on the Board of Directors shall be declared vacant and filled like any other vacancy.

**ARTICLE ELEVEN
FILLING VACANCY OF OFFICE**

- Section A: First Twelve Months in Office: If the office of any Director-at-Large is vacated during the first twelve (12) months of its term, the President shall call for a special election to fill the vacancy.
- Section B: Last Twelve Months in Office: If the vacancy occurs in the last twelve (12) months of the term of a Director-at-Large, the Board of Directors shall appoint a successor.
- Section C: Presidency: If the office of the President is vacated, the Vice President shall fill the office.
- Section D: Executive Board and Directors-at-Large: If the vacancy occurs in the office of Vice President, Secretary, Treasurer, or during the first twelve (12) months of the term of a Director-at-Large, the Secretary or a member of the Board of Directors as designated by the President, if the Secretary's office is vacated, shall within fifteen (15) days of the vacancy, mail ballots to the membership in accordance with Article Thirteen. On or about the fifteenth (15th) calendar day after the mailing of the ballots, the Board of Directors shall convene a special meeting, count the ballots returned, and notify the newly elected officer or director of the election result. The newly elected officer or director shall be seated as the first order of business at the next meeting of the Board of Directors.
- Section E: Nominating Committee: If a vacancy occurs in the office of the Vice President, Secretary or Treasurer, the President shall appoint a nominating committee from the General Membership, who shall solicit applications for possible candidates and prepare a list of candidates in accordance with Article Eight.

**ARTICLE TWELVE
COMMITTEES**

- Section A: Standing Committees: There shall exist the following permanent committees:
1. Negotiations Committee
 2. Community Affairs Committee
 3. Budget Committee
 4. Membership Committee
 5. Legislative and Political Action Committee
- Section B: Committee Chairs: Committees, except the Negotiations Committee, shall consist of a Chairperson, who shall be a member of the Board of Directors, to be appointed by the President and at least two other members appointed by the Chairperson from the general membership. The President or the Vice President at

the direction of the President shall serve as an ex-officio member of each committee. The President shall chair the Negotiations Committee.

Section C: Special Committees: In addition to the Standing Committees set forth in Section A of this Article, the President, subject to the approval of the Board, may from time to time establish such Special Committees as the President deems appropriate.

Section D: Limit on Number of Chairs: Members of the Board of Directors shall not chair more than one Standing Committee and one Special Committee at that same time. As the Secretary is responsible for maintaining proper records of the reports received from various Committees, the Secretary shall not chair a Standing Committee, however, the Secretary may serve on a Special Committee as set forth in Section C of this Article.

ARTICLE THIRTEEN VOTING RIGHTS

Section A: Voting Rights: This is a membership organization having but one class of membership for purposes of voting and transaction of corporation business. Each active member has equal voting rights. Retired Members and Associate Members shall not be entitled to vote on any Association matter.

Section B: Voice Vote: All voting or balloting by this Corporation shall be by voice vote only, except in the case of amendment to the bylaws, election or recall of officers, ratification of a Memorandum of Understanding between the Association and the City, or in such other matters as are deemed appropriate by a majority of the Board of Directors.

Section C: Secret Ballots: When a voice vote is not permitted pursuant to the preceding section, a secret ballot shall be used. Secret ballots shall be prepared at the direction of the Secretary with the assistance of the Association's counsel. It shall be the duty of the Secretary to direct the distribution of the ballot.

Section D: Mail Ballots: When a voice vote is not permitted, the Board of Directors may designate a mail ballot. When a mail ballot is utilized, at least fifteen (15) calendar days prior to the next regular or special membership meeting, the Secretary shall cause a ballot package to be mailed to each active member's current mailing address on file with the Association. The ballot package shall include the ballot and a first class postage prepaid, self-addressed stamped envelope for return to the address designated by the Secretary. On the backside of the return envelope, an area shall be clearly marked or labeled for the member to print and sign their name for voting eligibility verification. Returned mail ballots must be signed by the member to be valid. Ballots not returned by mail may be returned to the Secretary at any time prior to the start of the designated meeting.

Section E: Ballot Tabulation: It shall be the duty of the Secretary to collect and tabulate all ballots. The President shall appoint a committee of at least three (3) members, including the current Secretary, who shall open each ballot separately and tally the same. Tabulations of votes shall be made in the presence of two (2) Board members, in addition to the Secretary, both of who shall certify to the correctness of the tabulation on a vote summary. The Secretary shall maintain in a secure place all written ballots, including any receipts or envelopes, for a period of ninety (90) calendar days after the vote has been certified. Thereafter, the ballots shall be destroyed. The vote summary shall become a permanent record of the Corporation. Results of the ballot tabulation shall be announced immediately following the ballot count.

Section F: Proxies: Proxy votes shall not be allowed.

ARTICLE FOURTEEN GENERAL AND SPECIAL MEETINGS

Section A: General Membership: General membership meetings of the Association shall be held quarterly, beginning in January of each calendar year, or as determined necessary by the Board of Directors. All general membership meetings shall be held at a time and location selected by the Board of Directors and posted by the Secretary not less than fourteen (14) calendar days prior to the meeting. Additional meetings may be scheduled at any time at the discretion of the Board of Directors.

Section B: Special Meetings: The President may call special meetings of the general membership. The President shall also call a special meeting within fourteen (14) calendar days after receiving a request for such a meeting signed by at least ten percent (10%) of the membership of the Association.

Section C: Emergency Meetings: The Board of Directors may call an emergency meeting should they deem necessary. The Board shall endeavor to contact all members, by any means available, to advise the members of the time, place and purpose of the meeting.

Section D: Notice of Meetings: The Secretary shall, at least fourteen (14) calendar days prior to all regular and/or special meetings, post a notice of the meeting at the primary work locations of members. Meeting notices posted shall contain the agenda known on the posting date. Any additional topics to be discussed shall not be voted on by the membership at that meeting, but shall be tabled until the next General or Special meeting and properly noted on the next agenda. If an issue is urgent enough to require a timely vote, the members present may vote to call for a Special meeting for that purpose.

Section E: Guests: Guests are permitted to attend general membership meetings when accompanied by an Association member, with approval of the President. No

guest shall address the membership at any regular or special meeting without prior approval by the Board of Directors. The President shall limit the time and subject matter of any guest addressing the membership. Guest speakers will make their presentation prior to the Association conducting other business. All other business at any regular or special meeting shall be restricted to matters relating to bargaining unit members only.

- Section F: Non-Bargaining Unit Members: Members not represented by the bargaining unit shall not participate in discussions or vote on matters relating to wages, hours, or other terms and conditions of employment and may not be present in the meeting hall when such matters are under discussion.
- Section G: Quorum: Those present at a general and/or special meeting shall constitute a quorum for that meeting provided that notice of the meeting has been duly posted in accordance with these bylaws.
- Section H: Conduct of Business: The Association's bylaws and Robert's Rules of Order shall govern the conduct of the Association business. In the event of a conflict, the bylaws will prevail. The President may declare restrictions on the time and subject matter of a member speaking at any meeting.
- Section I: Voting: Any member in good standing may vote on any issue properly before the membership.
- Section J: Parliamentarian: The Parliamentarian, if appointed, shall be well versed in the rules and bylaws under which the Association conducts business, and shall attend all meetings of the Board of Directors and the General Membership. The Parliamentarian will have no voting power on the Board of Directors.
- Section K: Order of Business:
1. Call to order and roll call of the Board of Directors.
 2. Guest Speakers.
 3. Approval of the minutes of previous general membership meeting(s) and Board of Directors meetings held since the last general membership meeting.
 4. Secretary's report and correspondence.
 5. Treasurer's Report.
 6. Standing or Special Committee Reports.
 7. President's Report.
 8. Vice President's Report.
 9. Counsel/Representative's Report.
 10. Reports from Directors-at-Large
 11. Unfinished Business.
 12. New Business.
 13. Good of the Association and Member Comments.

14. Adjournment.

Section L: Responsibilities of Members: It shall be the responsibility of all members to attend all general and special membership meetings and to keep themselves informed regarding the proceedings of all membership meetings. It is the responsibility of each member to become familiar with the operational rules of the Association, including these Bylaws.

**ARTICLE FIFTEEN
BOARD OF DIRECTORS MEETINGS**

Section A: Regular Meetings: The Board of Directors shall meet monthly for the purpose of administrating the affairs of the Association, at a time and place to be announced by the President. The President shall give each Board member at least seven (7) calendar days notice prior to each meeting.

Section B: Special Meetings: Members of the Board of Directors and/or the President may call for special meetings of the Board at any time. Five (5) members of the Board are necessary to request such special meeting. The President may call such special meeting at any time it is deemed necessary, subject to three (3) business days notice by first class mail, postage prepaid, or on forty-eight (48) hour notice delivered personally, by telephone or electronic mail. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of such notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section C: Action Without Meeting: Any action required or permitted to be taken by the Board may be taken without a meeting, if a majority of the members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as the unanimous vote of the Directors. Such action may be taken by telephone or electronic mail vote provided the required written consent is obtained within seventy-two (72) hours of the vote.

Section D: Open Board Meetings: Meetings of the Board of Directors are open to the general membership. Any member may address the Board, make requests, provide information, or attempt to influence Board action. The right of a general member to speak at such meeting may be restricted as to time and subject matter as approved by the President.

Section E: Voting by the Board of Directors: Voting on corporate matters properly before the Board shall be by Board members only. Voting by the Board of Directors

shall be open. Secret ballots are permitted only when considering a benefit for an individual member, or when any three (3) Board members ask for a secret ballot.

- Section F: Closed Board Meetings: The Board of Directors may, immediately prior to or after any regularly called general membership, special membership or Board of Directors meeting, meet in closed session with only Board members and legal counsel or representatives present, to discuss matters of litigation, employee personnel issues or the possibility of sanctions against members. No action binding upon the Association may be taken at a closed meeting. Items discussed in a closed meeting may be brought before the Board of Directors or the General Membership during the regularly scheduled open meeting.
- Section G: Challenge of Board of Directors Action by Membership: Upon the written request of ten percent (10%) of the Association in good standing, and delivered to any Board Member of the Association, a Special meeting shall be called by the Secretary, in accordance with these bylaws, for the purpose of determining the propriety of action at any Board of Directors meeting held within the prior thirty (30) calendar days of delivery of such written request.
- Section H: Quorum: At least four (4) members of the Board of Directors shall be present to constitute a quorum for a meeting of the Board.
- Section I: Majority Vote: A majority vote of the entire Board of Directors shall govern.
- Section J: Agenda: The Board of Directors shall adhere to the following agenda at each meeting. No action shall be taken on an item not properly on the agenda unless a majority of the Board present deems the matter to be of an urgent or emergency nature.
1. Call to order and roll call of the Board of Directors.
 2. Guest Speakers.
 3. Approval of minutes of the previous meeting.
 4. Treasurer's Report.
 5. Committee reports.
 6. Vice President's Report.
 7. Counsel/Representative's Report.
 8. President's Report.
 9. Unfinished business.
 10. New business.
 11. Any matter which any Director wishes to bring before the Board.
 12. Any matter which any member wishes to bring before the Board.
 13. Designation of the next meeting date and adjournment.
- Section K: Representatives or Delegates: The Board of Directors shall select representatives or delegates to attend functions that are deemed relevant to the purpose of the Association.

**ARTICLE SIXTEEN
FINANCIAL RESPONSIBILITY**

- Section A: Fiscal Soundness: The Board of Directors shall be responsible for maintaining the fiscal soundness of this Corporation. They shall endeavor, to the best of their ability, to maintain the expenses of the Corporation within the limits of its income and shall at all times, adhere to the Corporation's budget. Association funds shall be maintained in accounts as designated by the Board of Directors.
- Section B: Fiscal Year: The fiscal year shall commence January 1 and end on December 31 of each year.
- Section C: Fiscal Planning: It shall be the duty of the Board of Directors to conduct the fiscal affairs of the Corporation in such a manner so as to anticipate reasonable emergency expenditures not provided for in the budget, and to provide a reserve fund to meet these emergencies.
- Section D: Budget Preparation: In November of each year, it shall be the duty of the members of the Board of Directors not subject to election for the subsequent year, to prepare a proposed annual budget for the ensuing fiscal year and present the proposed budget at the December meeting of the Board of Directors.
- Section E: Adoption of Budget: The new Board of Directors, at a special meeting prior to January 1, shall meet and modify the proposed budget as it sees fit and adopt it. Following the special budget meeting, the budget shall be made available to all active members of the Association.
- Section F: Challenge of Budget: The budget shall be effective unless twenty percent (20%) of the membership challenges it by petition within two (2) weeks following the special budget meeting, in which case a special meeting of the general membership shall be called within fourteen (14) calendar days of the date the petition is presented to the President. At that meeting, the membership shall consider the budget adopted by the Board and either adopt it or modify it as it sees fit and adopt it as modified.
- Section G: Deficit: If in any fiscal year, there is a deficit in regard to any budget item, a majority of the Board may, if there are adequate reserve funds, vote to increase the budget for any single item; but not to exceed One Thousand Dollars (\$1,000.00), and, in no case, to exceed the reserve fund of the Corporation to meet the budget deficit. If additional monies are required to meet a budget deficit, a special meeting of the Corporation must be called, and the notice shall state the purpose of the meeting.
- Section H: Emergency Expenditures: A majority of the Board of Directors may expend a sum not to exceed One Thousand Dollars (\$1000.00), to meet a non-budget emergency expenditure of the Corporation, provided that said expenditure must

not exceed the surplus funds of the Corporation. In such cases, a special finding shall be made and shall be recorded in the minutes that such expenditure is in the best interest of the Corporation.

Section I: Budget Expenditures: The Board of Directors shall at all times be authorized to approve the allocation of any sum falling within the adopted budget.

Section J: Account Signatures: Disbursement of Association funds shall require two signatures. On all accounts maintained by the Association in a financial institution, the signature of the Treasurer and the President or the Vice-President in the absents of the President, shall be required for the transfer or withdrawal of funds, or as signatories on checks or other drafts issued by the Association. No personal expense funds shall be drawn without the submission of an expense statement indicating the date and reason for such expense and approved by the Board of Directors.

Section K: Annual Audit: An annual financial review shall be conducted in January of each year. A financial audit shall be conducted every five (5) years. The review/audit shall be conducted by a Certified Public Accountant designated by the Board of Directors. The review/audit shall consist of a review of Association minutes, Treasurer's records and roster of members to insure proper receipt and disbursement of Association funds using standard accounting methods. A written report shall be prepared by the Certified Public Accountant and shall be delivered to the President by the last Friday of the month of March in the year the review/audit is conducted. In compiling the review/audit, the Certified Public Accountant shall insure that the Officers of the Association have complied with their official duties according to these bylaws in providing required documentation for expenditures. The Certified Public Accountant will bring to the attention of the President any discrepancies noted. The President will submit copies of the Certified Public Accountant's report to the Board of Directors at the Board's meeting held in April of the year the review/audit is conducted. This report shall be available to the members by April 15th of that year.

Section L: Errors and Omissions Insurance: The Board of Directors shall secure an Errors and Omissions Insurance Policy covering the acts or omissions of the Officers and Directors of the Association during the exercise of their duties and responsibilities under these bylaws.

ARTICLE SEVENTEEN EXPENSE AUTHORIZATION AND REIMBURSEMENT

Section A. Board Authorization: The Board of Directors may authorize travel and related expenses by Association members for the purpose of attending functions on behalf of the Association. Expenses authorized through the annual budget process for attendance at conferences or training seminars do not require additional

authorization. Allowed expenses are subject to the provisions of this Article. Receipts are required for all reimbursable expenses.

Section B. Travel:

1. Automobile: Mileage reimbursement will be made in accordance with the rate established by the Internal Revenue Service. The President shall make prior approval of mileage over 300 miles one-way.
2. Rental Cars: Rental cars are not authorized if other feasible means of transportation are available. When authorized, rental cars should be arranged in advance through the Association.
3. Transportation Expenses: Reimbursement for actual expenses incurred will be made for cab or bus fares, other forms of public transportation, parking and tolls. Receipts are required.
4. Commercial Travel: Travel by air or rail will be arranged through the Association whenever possible.

Section C: Meals and Lodging:

1. Meals: Allowable expenses for meals (food and drink) shall be in accordance with the amounts established by the Board of Directors, as adjusted from time to time and attached to these bylaws as Appendix B.
 - a. Meals over the allowed limits will require receipt justification and approval of the President. In no event will the reimbursable amount exceed twice the sum of the allowable meal expense unless authorized by the Board of Directors.
 - b. Meals for other persons will be listed on vouchers indicating the business purpose and their names.
 - c. Meals are not authorized for guests except when approved in advance by the Board of Directors.
 - d. The Board of Directors can make exceptions to this policy for the President and Vice President.
 - e. Tips for meals will not exceed twenty percent (20%).
 - f. The purchase of alcoholic beverages is not an allowable expense.
2. Lodging: Hotel reservations and billing will be arranged through the Association whenever possible. With approval of the Board of Directors, reimbursement will be made for the actual room rate and tax.
3. Entertainment: There will be no reimbursement for entertainment expenses unless it is for a business purpose. Receipts are required.

- Section D: Expenses Advances: The Board of Directors may authorize expense advances for travel, meals and lodging. Requests shall be submitted to the Treasurer. Following the event for which an advanced has been given, receipts shall be submitted. Unused funds shall be repaid to the Association.
- Section E: Reimbursement: The Board of Directors may authorize the reimbursement of the actual cost of incidental expenses expended on behalf of the Association.
- Section F: Emergency Expenditures: In the event an emergency arises requiring expenditure of funds, the President may authorize the expenses subject to Article Sixteen, Section H.

**ARTICLE EIGHTEEN
EMERGENCY FINANCIAL ASSISTANCE**

- Section A: Loans Prohibited: This Association shall not make loans for any reason.
- Section B: Member Emergency: If at any time a dire need or serious emergency should occur wherein a member of the Association requires assistance of a financial nature, consideration of the matter shall be made by the Board.

**ARTICLE NINETEEN
ASSOCIATION HOLDINGS**

- Section A: Real Property: The Association may, in addition to its accounts in various financial institutions, hold a portion of its assets in real property, real estate, and/or buildings and leases thereon, subject to the approval of the Board of Directors and general membership.
- Section B: Building and Real Property Committee: If established, a Building and Real Property Committee shall be chaired by a Director-at-Large appointed by the President. This committee shall report their actions, recommend changes in operating procedures, policies and reports of the general state of affairs to the Board of Directors and to the membership at each general meeting.

**ARTICLE TWENTY
LEGAL FUND**

- Section A: Purpose of Fund: A Legal Fund shall be maintained by the Association for the purpose of paying the cost of arbitrations and associated expenses resulting from the appeal of disciplinary action upon a member by the City. The Legal Fund shall also be maintained for the payment of legal fees for any legal action initiated by the Association that is not otherwise provided by the Association's professional service provider.

- Section B: **Creation of Fund:** The Board of Directors shall designate a portion of the regular dues of the Association as funding for the Fund until such time as the minimum balance is reached. Thereafter, the Board of Directors shall make all necessary decisions regarding maintaining the minimum balance.
- Section C: **Maintenance of Fund:** The Legal Fund shall be maintained at a minimum level of Five Thousand Dollars (\$5,000.00). The Board of Directors shall administer the Fund. The fund shall be maintained as a separate standing account, and shall be interest bearing. The account may include, but is not limited to, the use of timed certificates, money market accounts, bonds, or other financial instruments that are interest bearing. The Treasurer shall be responsible for periodically re-investing funds as they mature or become less productive with the prior approval of the Board. With regard to monies in this fund, the Treasurer will always keep the Board of Directors advised as to re-investments to be made or any interest bearing accounts that are becoming non-productive. All expenditures shall be limited to the amount then on deposit in the Legal Fund account. Should the Legal Fund be encumbered prior to maturity of any funds, payment may be made from the general fund upon approval of the Board, and shall be replenished by Legal Fund monies as soon as maturity is reached.
- Section D: **Requests for Assistance:** Requests for individual assistance from the Legal Fund shall be made in writing to the Board of Directors. The Board shall review the request, determine its validity, and take action, either approving or denying the request by majority vote of the Board. All expenditures from the Legal Fund relating to a court action in work related matters must be approved by majority vote of the Board before submitting the request to the general membership.
- Section E: **Limits on Expenditure of Fund:** Expenditures from the Legal Fund may be approved for: (1) the cost of disciplinary or grievance arbitration; (2) research, legal fees, and court costs in matters which benefit the general membership in work related matters; (3) the spouse, dependents and/or legally recognized domestic partner of incapacitated members in claims for benefits; or (4) widows, widowers and/or dependents in matters pertaining to pensions and benefits.
- Section F: **Appeal From Denied Request:** Any expenditure of the Legal Fund rejected by the Board may be appealed to the general membership. Any member making a request for financial assistance under this section shall appear either personally or through a representative at the next regular scheduled meeting of the general membership for a hearing regarding the merits of the request.
- Section G: **Statutory Legal Fees:** In all cases where the rate of compensation for attorney fees is established by law, the Association shall not pay for legal representation.
- Section H: **Interest From Fund:** Interest derived from this account shall be used to replenish the Legal Fund to the minimum level set by these bylaws. Once the fund has reached the minimum level, interest shall be placed in the General Fund.

**ARTICLE TWENTY-ONE
AMENDMENTS**

- Section A: Amendments: These bylaws may be amended, modified, changed, or repealed, in whole or in part, by a two-thirds (2/3) vote of the valid ballots cast by the membership.
- Section B: Changes Proposed by the Membership: Any amendments to these bylaws must be proposed in writing and submitted to the Board for consideration at its next regularly scheduled meeting. The Board shall not be empowered to accept or reject any proposed amendment, but may offer advice and suggest changes to the submitting member or members. Following consideration by the Board, the proposed amendment must be submitted to the Secretary with the signatures of at least twenty percent (20%) of the eligible voting membership of the Association.
- Section C: Changes Proposed by the Board of Directors: A majority of the Board of Directors may propose to the membership a change in these bylaws.
- Section D: Voting on Amendments: At least fifteen (15) calendar days prior to the next regularly scheduled or special meeting of the Association, the Secretary shall cause to be mailed to each member qualified to vote, a copy of the proposed amendment together with a ballot as provided for in Article Thirteen. At the meeting, the returned ballots shall be counted and the results made known to the membership during the meeting. Of the eligible voting members submitting ballots, a two-thirds (2/3) affirmative vote of the ballots returned shall be required for any amendment.

**ARTICLE TWENTY-TWO
SAVINGS CLAUSE**

- Section A: Savings Clause: If any provision of these bylaws shall be held invalid by operation of law or by any court of competent jurisdiction, the remainder of these bylaws shall not be mitigated, and will remain in full force and effect until revised according to due process.

**ARTICLE TWENTY-THREE
EFFECTIVE DATE**

- Section A: Ratification and Adoption: These bylaws, replacing all previous bylaws and amendments thereto, shall become effective immediately upon ratification and adoption by the membership.

**APPENDIX A
PER DIEM EXPENSES**

MEALS	ACCOUNTABLE
Breakfast	\$10.00
Lunch	\$10.00
Dinner	\$25.00
Maximum	\$45.00

Receipts are required on all accountable expenses.