



BY-LAWS

(Amended November 10, 2021)

BY-LAW I. Duties, Responsibilities, and Powers of Governors and Officers of the Board

1. Each Governor has a fiduciary responsibility to support the goals and objectives of the Union as defined by the Constitution, By-Laws, official Board-adopted Policies and all decisions of the Board.
2. The President of the Board shall preside at all Board and Union meetings, shall act as principal liaison between Board and staff and shall function as the official spokesperson for the Board. In case of the President's absence or inability to act, such duties shall be performed by the Vice-President and in case of the absence or inability to act of both the President and the Vice-President, the duties of the office shall be performed by a member of the Executive Committee as selected by the Board.
3. The duties of the Secretary and the Treasurer shall be:
 - a. **Secretary-** The Secretary shall be responsible for recording the minutes of regular and special Board meetings. The Board may assign other appropriate duties to this office.
 - b. **Treasurer-** The Treasurer shall be knowledgeable with respect to the books, finances, assets and property of the Union, shall act as Chairperson of the Finance Committee, shall review finances and make financial recommendations, in accordance with the Board's Financial Management Policy, and shall present the annual budget to the Board. The Board may assign other appropriate duties to this office.
4. The Union shall hold title to any real and personal property that may be acquired by the Union from time to time for the sole benefit of the Union and its members. The President and Treasurer, jointly, shall be authorized to encumber or convey title to property on behalf of the Union. The Secretary may act to acquire or convey title to property in place of either the President or the Treasurer. Acquisition or conveyance of title to property shall not be undertaken by said officers, except upon a resolution duly adopted by the Board, by no less than a two-thirds (2/3) affirmative vote of the Board. The affirmative vote shall additionally be at least a majority of all Board members.
5. The Executive Committee shall ensure that Board policy and directions are carried out, shall be a liaison between Board and staff; and shall have oversight of official Union records. (Constitution, Article V, Sec. 2)

6. The Board shall employ an Executive Director for the proper conduct of the affairs of the Union. The terms and conditions of employment shall be memorialized in a written contract. The Executive Director will be responsible for staffing and operations of the Union, in accordance with the Employee Benefits and Policies Manual, and for the expenditure of resources to conduct the affairs of the Union within budgetary constraints approved by the Board.
 - a. The Executive Director's written contract shall provide that the employment relationship is at-will. In the event the written contract has a severance agreement, the agreement may not provide a severance greater than three months of salary.
 - b. If the continuous service of an Executive Director is to exceed six (6) years, the Board shall first conduct an advisory referendum vote of the membership regarding the continuation of the contract. The advisory referendum vote shall be conducted in accordance with the relevant provisions of By-Law XII and shall be conducted no more than one hundred-eighty (180) calendar days but no less than ninety (90) calendar days prior to the six-year anniversary of the Executive Director's current contract.
 - c. In the event that a majority of the votes cast in the advisory referendum is to DISAPPROVE the continuation of the Executive Director's contract, the contract shall not continue unless continuation is authorized by a three quarters (3/4) affirmative vote of all Board members.
7. Governors shall be prepared to attend to the proper conduct of the Union's business by exercising their fiduciary, policy-setting responsibilities, and attending all regularly scheduled meetings. Therefore,
 - a. Any Governor who is absent from three (3) consecutive Board meetings shall be removed from the Board, unless the Board deems such absences excusable.
 - b. Any Governor who is absent from more than one-third (1/3) of the Board meetings during any twelve (12) month period shall be removed from the Board and shall be ineligible for re-election for the following term, unless the Board deems such absences excusable.
 - c. The Secretary shall record in the minutes the presence or absence of each Governor at each meeting of the Board.

8. Board vacancies may be filled with members appointed by the Board unless a vacancy occurs within forty-five (45) calendar days of a scheduled Election Announcement. Such appointees shall hold office until Board ratification of the results of the next regular election. The appointee must otherwise be eligible to fill the vacancy to which they are appointed. Nominees to fill Board vacancies shall be presented to the Board as follows:
 - a. Unit Governor (By-Law VIII.4.a) The Unit Council of the affected Unit shall nominate any member in good standing of that Unit Council to fill the vacancy. If the Board declines to appoint the member nominated by the Unit Council, the Unit Council shall nominate another Unit Council member in good standing. If the Unit Council declines to nominate a Unit Council member for consideration, fails to agree on a nominee, or all Unit Council positions are vacant, then the Board may fill the Unit Governor position in accordance with By-Law I.8.b below.
 - b. At-Large Governor (By-Law VIII.6.b) Any Board member may nominate any member in good standing. Any Unit Council or group of members may also nominate any member in good standing.
 - c. Any appointments made by the Board or its officers may be rescinded by the Board.
9. The hiring of legal representation by the Union shall be approved by the Board of Governors.

BY-LAW II. Financial

1. The membership dues shall be a percentage of the member's salary. Membership dues shall be the same percentage of salary for every employee. Assessments and changes in the dues structure shall be proposed by the Board and submitted to a vote of the members. To be implemented, assessments and changes shall receive an affirmative vote by a majority of the votes cast.
2. An amount from membership dues, as determined by the Board-adopted budget, may be used for legislative advocating for the purpose of advancing the goals of the Union.
3. Contributions to the Union's Political Action Committee (PAC) Fund shall be voluntary and in addition to membership dues.

4. Collections and expenditures of funds shall be delegated to the Executive Director under the oversight of the Board.
5. Funds and assets received by the Union shall become the property of the Union.
6. The Board shall disburse funds or assets for the purpose of carrying out the objectives and business of the Union through the budget and review process.
7. The Board shall require an audit to be made at least annually, by a Certified Public Accountant (CPA), and a report thereon shall be given to the Board. Once approved, members may request to review in accordance with the Financial Management Policy.

BY-LAW III. Committees

Standing Committees of the Board shall include, but not be limited to, the Executive Committee, the Finance Committee, and the Election Committee and the Constitution & By-Laws Committee. Except as otherwise established by the Constitution and By-Laws, the President shall appoint committees as deemed necessary.

BY-LAW IV. Unit Membership

Union staff shall maintain statistical records capable of determining the percentage membership of each Unit in the Union. Should any Unit fall below a majority of all eligible employees in the Unit, the Executive Director shall notify the President, who shall instruct the relevant Unit Council to undertake an evaluation of the cause of such decrease in membership. Based on the Unit Council's findings, a full report shall be presented to the Board.

BY-LAW V. Unit Councils

1. The affairs of each Unit shall be administered by a Unit Council consisting of not more than five members, not including the Governor of the Unit, to be elected by a vote of the members in the respective Unit.
2. The Unit Governor shall be the primary spokesperson for the Unit and shall serve as Chairperson of the Unit Council. If the Unit Governor so declines, or if there is no Unit Governor, the Unit Council shall select a Unit Council member to fulfill these duties.

3. The term of office of Unit Council members shall begin at the time of Board ratification of the results of the regularly scheduled election for that position. The term shall end three (3) years thereafter at the time of Board ratification of the results of the next regularly scheduled election for the same position.
4. Unit Council vacancies may be filled by Board appointment, in accordance with By-Law I.8. The term of such appointment shall be until the next regularly scheduled election.
5. Each Unit Council shall be responsible for administering the internal activities of its respective Unit. Such activities shall include, but not be limited to reviewing, prioritizing, and negotiating the Unit Memorandum of Understanding (MOU); working with the Membership Committee to increase dues-paying members within the Unit; and recommending names to the Board for the filling of Council and Board vacancies. (By-Law I.8)
6. Each Unit Council is governed by the Board.
7. Each Unit is entitled to one (1) member of the Unit as its representative on the negotiation team for their Memoranda of Understanding.
8. Each Unit Council shall meet at least quarterly, and report to the Board.

BY-LAW VI. Insurance for Officers or Employees

The Board shall require union liability coverage deemed advisable of any Governor **or** employee of the Union who is authorized to disburse funds. Such coverage shall conform to the laws of the State of California and shall be paid for by the Union.

BY-LAW VII. Election and Voting Procedures

1. The Board shall direct staff to determine the number of dues-paying members to establish the number of At-Large Governors as well as the total number of Governors and Unit Council members to be elected. The results will be reported to the Election Committee prior to each regularly scheduled Officer Election.
2. All elections shall be conducted according to the procedures established by the Board-approved Election Manual. The Election Committee shall consist of at least three (3) Union members in good standing. No Union member running for election may serve on the Election Committee.

3. The Election Committee shall announce the election and notify the membership that nominations are in order. A minimum of fifteen (15) calendar days shall be allowed from the time of notification before closing nominations. A petition requiring the signatures of at least ten (10) members in good standing who are qualified to vote for the particular candidate will nominate candidates. The Election Committee will notify the membership of the candidates for office at least twenty (20) calendar days prior to Election Day.
4. Elections shall be by secret ballot with the candidates receiving the highest number of votes being elected. The Election Committee shall inform all members of the unofficial election results on Election Day.
5. The Board shall certify that the results are in conformance with the Constitution and By-Laws as soon as possible after the resolution of any dispute or protests. The Union shall inform the membership of the official results after Board ratification.
6. The Board shall be constituted as follows:
 - a. One Governor from each representation Unit as defined in Article VI of the Constitution, if that Unit is entitled to a Governor position.
 - b. The number of At-Large Governors shall be such that the Board does not exceed fifteen (15) members.
 - c. Any Unit that is not represented by a Unit Governor shall be represented by an At-Large Governor, as selected by the Board. Assignment of an At-Large Governor to an unrepresented Unit shall not change the composition of the Board.
 - d. At-Large Governors shall be elected in accordance with the following table:

Number of At-Large Governors

Maximum number of At-Large Governors as determined by the dues-paying membership

500-1499:	1
1500-2999:	2
3000-4499:	3
4500-5999:	4

One (1) additional At-Large Governor seat will be added for each additional 1500 dues-paying members.

- e. For the purpose of retaining as much experience as possible on the Board while maintaining a term of three (3) years, the Board's terms of office shall be divided as equally as feasible into three (3) groups. One group's terms shall expire each year over a three (3) year period. Should a new Governor seat be established, the Board shall set the initial term of office for that seat, not to exceed three (3) years.
 - f. In the event that a Governor is elected as a result of a vacancy, they shall hold office until Board ratification of the results of the next regular election for the same position.
 - g. The term of office and all official duties shall commence upon Board ratification of the results of the election for that position.
7. No more than thirty (30) calendar days after each regularly scheduled election, the Union shall conduct a membership survey to rate the Union's effectiveness in serving the members.

BY-LAW VIII. MOU Ratification

- 1. Memorandum of Understanding (MOU) ratification elections shall be conducted according to the procedures established by the Board-approved Election Manual.
- 2. Each MOU shall be ratified separately by the appropriate bargaining unit and shall require an affirmative vote of a majority of the votes cast in that unit.
- 3. The Union shall notify the membership of the results of the election.

BY-LAW IX. Amendments

- 1. Proposed amendments to the By-Laws may be submitted to the membership in writing by:
 - a. Board action requiring two-thirds (2/3) affirmative vote of all Board members; or
 - b. Petition submitted to the Board and signed by fifteen percent (15%) of the dues-paying members of the Union.

2. The adoption of said amendment(s) shall require an affirmative vote of the majority of the votes cast. The voting shall be conducted according to the procedures established by the Board-approved Election Manual. Voting shall be at the next regularly scheduled election, or a special election authorized by a three-fourths (3/ 4) affirmative vote of all Board members.
3. The Union shall notify the membership of the results of the election.

BY-LAW X. Initiative Procedure

1. An initiative measure may be proposed by the Board or by petition submitted to the Board and signed by fifteen percent (15%) of the dues-paying members of the Union. The adoption of said initiative shall require an affirmative vote of the majority of the votes cast. The voting shall be conducted according to the procedures established by the Board-approved Election Manual. Voting shall be at the next regularly scheduled election, or a special election authorized by a three-fourths (3/4) affirmative vote of all Board members. The Board shall rule out of order any initiative that violates the Constitution, By-Laws, other controlling documents, or the fiduciary duty of the Board, and will not submit that initiative to a vote.
2. The Union shall notify the membership of the results of the election.

BY-LAW XI. Referendum Procedure

1. A referendum vote of the members may be taken on any act of the Board. A referendum vote may be called by petition in writing submitted to the Board signed by fifteen percent (15%) of the dues-paying members of the Union. The adoption of said referendum shall require an affirmative vote of the majority of the votes cast. The voting shall be conducted according to the procedures established by the Board-approved Election Manual. Voting shall be at a special election unless the petition is received within forty-five (45) calendar days of a scheduled Election Announcement, in which case the voting shall be incorporated into the scheduled election. Voting for a special election shall commence no more than twenty-one (21) calendar days of petition submission and shall close fourteen (14) calendar days later.
2. The Union shall notify the membership of the results of the election.

BY-LAW XII. Recall Procedure

1. Any member of the Board or Unit Councils may be recalled. A recall vote may be called by petition submitted to the Board and signed by:
 - a. The lesser of two-hundred (200) or one-third (1/3) of the dues-paying members of the Unit for Unit Governor recall.
 - b. The lesser of three-hundred (300) or one-fourth (1/4) of the dues-paying members of the appropriate jurisdiction for At-Large Governor recall.
 - c. The lesser of two-hundred (200) or one-third (1/3) of the dues-paying members of the Unit for Unit Council member recall.
2. To be effective, the recall shall require an affirmative vote of the majority of the votes cast. The voting shall be conducted according to the procedures established by the Board-approved Election Manual. Voting shall be at a special election unless the petition is received within forty-five (45) calendar days of a scheduled Election Announcement, in which case the voting shall be incorporated into the scheduled election. Voting for a special election shall commence no more than twenty-one (21) calendar days of petition submission and shall close fourteen (14) calendar days later.
3. Vacancies due to recall shall be filled by a special election unless the recall occurs within forty-five (45) calendar days of a scheduled Election Announcement, in which case the voting shall be incorporated into the scheduled election. Voting for a special election shall commence no more than twenty-one (21) calendar days of the recall election results and shall close fourteen (14) calendar days later.
4. The Union shall notify the membership of the results of the election.

BY-LAW XIII. Parliamentary Authority

The rules contained in the current edition of "Robert's Rules of Order - Newly Revised" shall procedurally govern Union meetings and shall be the official parliamentary authority in all matters not provided for in the Constitution and By-Laws, and in all cases to which they are applicable and in which they are consistent with the Constitution and By-Laws or special rules of order of the Union.

BY-LAW XIV. Disciplinary Procedure

1. Union members, including elected Officers, may be charged for acts that are detrimental to the Union or its membership. These include, but are not limited to embezzlement, financial malfeasance, crossing authorized Union picket lines, collusion with management, and violation of the Constitution and By-Laws. Nothing in this procedure shall be used to prevent any member from exposing wrongdoings or exercising any other rights.
2. All charges shall be in writing and shall be signed and dated by one or more members of the Union. The charges shall be submitted to the Board, along with evidence and/or signed witness statements. Charges shall be presented to the Board no later than forty-five (45) calendar days after the alleged offense occurs, or forty-five (45) calendar days after the accusing member(s) should have become aware of the alleged offense. A copy of the charges shall be promptly provided to the accused member(s).
3. Upon receipt of the charges, the Board shall direct a Review Panel to review the charges. The Review Panel shall consist of five (5) Unit Council members and/or Stewards and shall be randomly chosen. Panelists who feel they are unable to impartially review the charges shall recuse themselves. The Review Panel shall investigate the charges and recommend an appropriate remedy to the Board.
4. The Board shall direct the Review Panel to present its findings and recommendations to the Board by a particular date, which shall not be more than forty-five (45) calendar days from the creation of the Review Panel. The Board shall vote on the Review Panel's recommendation after the Review Panel presents its findings.
5. If the Review Panel recommends a trial and the Board votes to hold a trial of the accused member(s), the trial shall be conducted in accordance with this By-Law and Union policy. The trial shall be open to all Union members unless prohibited by law. The trial shall be conducted by a Trial Board, which shall consist of the Board. Governors who feel they are unable to impartially adjudicate the charges shall recuse themselves. If this recusal process results in less than five (5) Governors on the Trial Board, then additional impartial elected Union officials shall be randomly chosen to serve on the Trial Board.
6. The accused member shall be given a minimum of thirty (30) calendar days to prepare his or her defense. The accused may choose to be represented by any other Union member. In the conduct of the trial, the accused shall be presumed innocent until

proven guilty.

7. The Board shall create and maintain trial and discipline policies to implement the terms of this By-Law. This policy shall be made available to all members and shall be automatically given to the accuser and accused.