

# ***ASDCE***

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**The Association of San Diego County Employees**

## **Constitution and Bylaws**

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October 23, 2012

# Contents

<b>ARTICLE 1: NAME</b> .....	4
<b>ARTICLE 2: OBJECTIVE &amp; PURPOSE</b> .....	4
Section 1: Objectives.....	4
Section 2: Representation Objectives & Jurisdiction.....	4
Section 3: Purpose.....	4
Section 4: Nonprofit Purposes.....	4
<b>ARTICLE 3: MEMBERSHIP</b> .....	5
Section 1: Membership Eligibility.....	5
Section 2: Membership Application.....	5
Section 3: Membership Rights and Privileges.....	5
Section 4: Membership Resignation and Termination.....	5
Section 5: Suspending or Expelling Members.....	6
Section 6: Restoring Membership.....	6
<b>ARTICLE 4: BOARD OF DIRECTORS</b> .....	6
Section 1: Board of Directors.....	6
Section 2: Powers and Duties of Directors.....	6
Section 3: Nonliability of Directors.....	8
Section 4: Compensation for Directors.....	8
Section 5: Regular Meetings of the Board of Directors.....	8
Section 6: Eligibility for Office.....	8
Section 7: Elections.....	9
<b>ARTICLE 5: EXECUTIVE OFFICERS &amp; DIRECTORS</b> .....	10
Section 1: Positions on the Board of Directors.....	10
Section 2: Terms of Office.....	10
Section 3: The Executive Officers Shall Be Elected.....	10
Section 4: Standards of Conduct.....	10
Section 5: Vacancies.....	10
Section 6: Absences.....	11
Section 7: Resignation and Termination.....	11
Section 8: The Duties of the President - Chair.....	11
Section 9: The Duties of the Vice President - Vice Chair.....	11
Section 10: The Duties of the Secretary/Treasurer.....	11
Section 11: The Duties of the Chief Steward.....	12
<b>ARTICLE 6: MEETINGS OF MEMBERS</b> .....	12
Section 1: General Meetings of the Membership.....	12
Section 2: Other or Special Meetings.....	13
Section 3: Place of Meetings.....	13
Section 4: The Order of Business and Conduct of all Meetings.....	13
Section 5: Voting of the General Membership.....	13
<b>ARTICLE 7: COMMITTEES</b> .....	14
Section 1: Authorization to Establish Committees.....	14

Section 2: Appointments of Chairpersons to Committees.....	14
<b>ARTICLE 8: FINANCES.....</b>	<b>14</b>
Section 1: Dues.....	14
Section 2: Funds.....	14
Section 3: Investment of Money.....	15
Section 4: Allocation of Funds.....	15
Section 5: Warrants (Checks).....	15
<b>ARTICLE 9: AMENDMENTS TO THE CONSTITUTION AND BYLAWS.....</b>	<b>16</b>
Section 1: Procedure to Amend the Constitution and Bylaws.....	16
Section 2: Voting Requirements to Amend the Constitution and Bylaws.....	16
<b>ARTICLE 10: MISCELLANEOUS PROVISIONS</b>	
Section 1: Power to Bind the Association.....	16
Section 2: Limitation Clause.....	16
Section 3: Subsumation.....	16
Section 4: Dissolution.....	16
<b>ARTICLE 11: INCORPORATION.....</b>	<b>17</b>
Section 1: Incorporation Rules.....	17
<b>ARTICLE 12: BYLAWS EFFECTIVE.....</b>	<b>17</b>
Section 1: When These Bylaws Take Effect.....	17
Section 2: Exceptions.....	17
<b>CERTIFICATE OF SECRETARY/TREASURER, ADOPTION OF BYLAWS.....</b>	<b>17</b>

# **The Association of San Diego County Employees**

## **CONSTITUTION AND BY-LAWS**

### **DRAFT VERSION 9-10-2012**

#### **ARTICLE 1: NAME**

The Association shall be known as “The Association of San Diego County Employees”, also known as “The Association” and/or ASDCE.

#### **ARTICLE 2: OBJECTIVE & PURPOSE**

##### SECTION 1: OBJECTIVE

It shall be the objective of this Association to create and maintain its resources for the protection, care and relief of its members, as well as, to promote and maintain a feeling of friendship among its members, to promote the individual and collective welfare of the members, to advance their professional interests and to defend and preserve the rights of the members on all matters pertaining to their employment relationships with the County of San Diego.

##### SECTION 2: REPRESENTATIONAL OBJECTIVES AND JURISDICTION

It is the purpose of this Association to represent County of San Diego Employees in the Crafts Bargaining Unit as a member-run organization. Upon approval of the Board of Directors, the Association may represent County of San Diego Employees in other bargaining units that choose to join this Association.

##### SECTION 3: PURPOSE

- A. The specific purpose of this organization, is to protect and promote the welfare and interests of persons in the Crafts Bargaining Unit, and any other employees in bargaining units affiliated with this Association who are employed by the County of San Diego, in the state of California.
- B. The principal purposes of the Association are to do the following, within the meaning of California Revenue and Taxation, Section 23701:
  - 1. To improve the working conditions of the employees in the County of San Diego Crafts Bargaining Unit or any other employees in County of San Diego bargaining units affiliated with this Association;
  - 2. To improve the grade of services provided by the employees in the County of San Diego Crafts Bargaining Unit or any other employees in County of San Diego bargaining units affiliated with this Association;
  - 3. To develop a higher degree of efficiency of the employees in the County of San Diego Crafts Bargaining Unit or any other employees in County of San Diego bargaining units affiliated with the Association;

##### SECTION 4: NONPROFIT PURPOSES

The organization does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.

## ARTICLE 3: MEMBERSHIP

### SECTION 1: MEMBERSHIP ELIGIBILITY

- A. Membership shall be the only membership status with the rights, privileges and eligibility set forth in these by-laws, as confined to this Section including B, C, D, E and F below:
- B. Membership in this Association shall be confined to regular, active, full time employees of the County of San Diego (*except one who is a full-time employee on paid leave of absence from the County of San Diego, from whom we are collecting dues and as such continues to have the right to vote*);
- C. Membership in this Association shall be confined to County of San Diego Crafts Bargaining Unit Employees or any other employees in County of San Diego Bargaining Units affiliated with this Association;
- D. Membership and its rights and privileges, shall be available without favor or discrimination because of race, color, sex, marital status, sexual orientation, age, national origin, political, or religious opinions or affiliations or physical handicaps; to all County of San Diego Crafts Bargaining Unit Employees or any other employees in County of San Diego Bargaining Units affiliated with this Association;
- E. Payment of dues by valid authorization and payroll deduction is required for membership in this Association as determined by member approval of these bylaws;
- F. Membership is voluntary.

### SECTION 2: MEMBERSHIP APPLICATION

Application for membership shall be made on a standard application form which includes a valid authorization for payroll deduction of dues.

### SECTION 3: MEMBERSHIP RIGHTS & PRIVILEGES

Only Members can vote: Every member in good standing, by virtue of their membership in this Association has the right to participate in this Association by voting for elections to the Board of Directors and by voting on all matters that come before the general membership.

Every member in good standing in this Association has the right to run for any elected positions on the Board and if elected serve on the Board of Directors as a Director or Executive Officer Director. Members have the right to serve on committees according to these Bylaws. Members shall be provided representation to process grievances, complaints or disputes, if in its judgment such grievances, complaints, or disputes have merit under the collective bargaining agreement(s), subject to appeal to the Board of Directors.

Every member of this Association has the right to be represented in contract negotiations and authorizes this Association to act as their bargaining representative in contract negotiations between the Association of San Diego County Employees and the County of San Diego.

### SECTION 4: MEMBERSHIP RESIGNATION AND TERMINATION

- A. Membership shall cease upon a service or disability retirement, resignation, dismissal as an employee of the County of San Diego, upon transfer out of the Crafts Bargaining Unit or any County of San Diego Employee Bargaining Unit affiliated with this Association;

- B. Membership shall cease upon a member's failure to pay dues by valid authorization and payroll deduction provided for in these Bylaws;
- C. Membership shall cease upon the resignation in writing of a member from this Association. A member may only terminate according to the Memorandum of Agreement between the County of San Diego and ASDCE.
- D. Upon termination, thereafter, such member benefits provided by the Association shall cease.

#### SECTION 5: SUSPENDING OR EXPELLING MEMBERS

The Board of Directors, by 2/3 vote of the Directors present, shall have the power for just cause set by Association policy; to suspend or expel a member of the Association or to terminate any right to hold office or to hold any position in the Association. The matter shall be first referred to the Board of Directors by any member by a signed statement filed with the Board of Directors.

The Board of Directors shall conduct an open hearing on the matter after giving two (2) weeks or fourteen (14) calendar days' notice of the hearing to the member concerned setting forth the charges. The concerned member shall have the right to present at the hearing and the hearing shall be open or closed upon request of the concerned member. The Board of Directors shall then vote on the matter after holding the hearing. The Association is a member run organization and shall make the fullest opportunity for fairness to members and to the preservation of unity among its members according to its objectives and purpose.

#### SECTION 6: RESTORING MEMBERSHIP

Upon written signed request filed with the Board of Directors, the Board of Directors by 2/3 vote of the Directors present shall have the power to reinstate such person to membership or restore his/her rights upon such terms as the Board of Directors may deem appropriate.

### **ARTICLE 4: BOARD OF DIRECTORS**

#### SECTION 1: BOARD OF DIRECTORS

The role of the Board of Directors is to conduct the business of the Association of San Diego County Employees as a member run organization. The Board of Directors shall be composed of eight (8) Directors, elected at large from the membership. Of the eight (8) directors, four (4) shall be Executive Officers of the Association: President, Vice-President, Secretary/Treasurer, and Chief Steward. These four (4) Executive Officers shall be elected, from within the Board of Directors, by majority vote of the Board of Directors.

#### SECTION 2: POWERS AND DUTIES OF DIRECTORS

##### A. POWERS OF THE DIRECTORS:

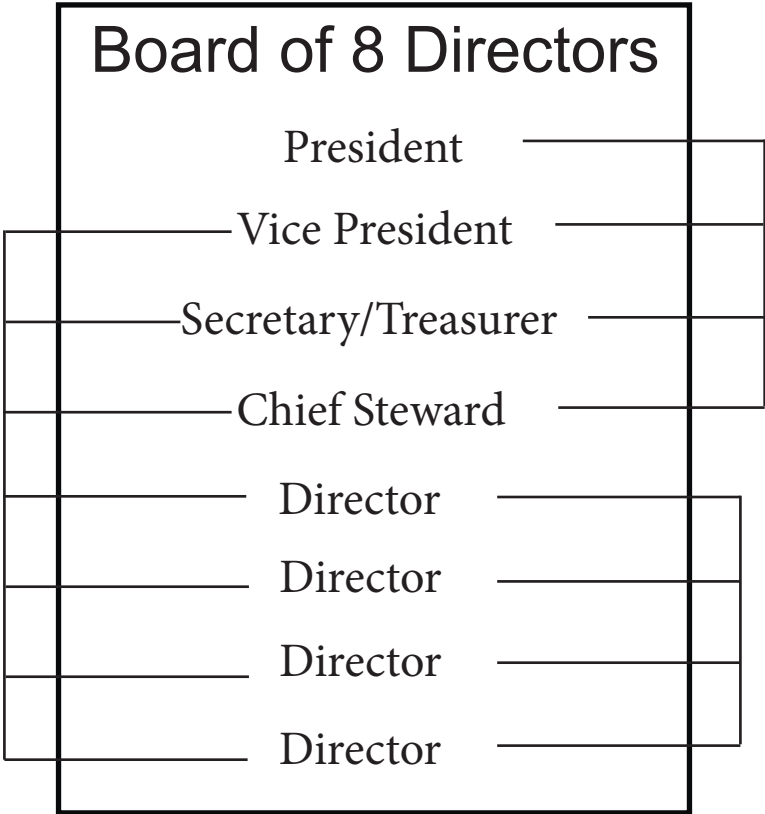
The Powers of the Directors shall be subject to the provisions of California Non-Profit 501c5 Corporation Law, any limitations in the Articles of Incorporation and the Constitution and Bylaws relating to action required or permitted to be taken as approved by the members of this Association. The activities and affairs of the Association shall be conducted on behalf of the members and all corporate powers shall be exercised by or under the direction of the elected Board of Directors.

# ASDCE

## The Association of San Diego County Employees

*The President votes only to break a tie.*

*Seven (7) Directors Vote*



*Four (4) Directors are Executive Officers*

*Four (4) Directors at Large*

*The Board of eight (8) Directors are eligible members, elected at large by majority vote of the entire membership.*

*The Executive Officers are elected from within this Board of (8) Directors by majority vote of the Board of Directors.*



B. DUTIES OF DIRECTORS:

It shall be the duty of all elected Directors to perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Association or by the Constitution and Bylaws as approved by the members. It is also the duty of directors to supervise all agents and employees of the Association and assure that their duties are performed properly and to meet at such times and places as required by the Constitution and Bylaws.

SECTION 3: NON- LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of this Association.

SECTION 4: COMPENSATION FOR DIRECTORS

Directors shall serve without compensation, except that they shall be allowed and paid reasonable reimbursement of expenses incurred in the performance of their regular duties as specified in ARTICLE 5.

SECTION 5: REGULAR MEETINGS OF THE BOARD OF DIRECTORS

A. THE BOARD OF DIRECTORS SHALL MEET AT LEAST QUARTERLY:

The Board of Directors shall meet at least quarterly and at other times as called by the President or a majority of the Board of Directors. If the business of the Association cannot be concluded during this meeting, the President shall call for a continuation of that regular meeting on any date prior to the end of the calendar month.

B. MEETING NOTICE REQUIREMENTS:

No regular or special meeting of the Board of Directors shall be called without first notifying all members of the Board 72 hours prior, designating time and place of such meeting.

C. QUORUM REQUIREMENTS:

A quorum of the Board of Directors shall consist of at least six (6) members of the Board of Directors, which is five (5) directors voting, at least one of whom must be an Executive Officer. In the event of unfilled vacancies in the Board of Directors, a quorum shall consist of a majority of the total number of filled seats of the Board of Directors, at least one of which must be an officer. A majority of such quorum shall decide any question that may come before the Board of Directors meeting.

D. VOTING:

All business shall be by majority vote of the Board of Directors of a quorum present unless otherwise provided in the bylaws. No proxy voting shall be allowed. Telecommunications technology makes it possible to conference call or video conference meetings and may be used if approved by the Board of Directors prior to the meeting with appropriate notice and attendance conforming to quorum requirements.

SECTION 6: ELIGIBILITY FOR OFFICE

A. ONE YEARS SERVICE WITH THE COUNTY OF SAN DIEGO:

To be eligible for office, a member must have no less than one (1) year of service with the County of San Diego or within any bargaining unit represented by this Association;



**B. ONE YEARS MEMBERSHIP IN ASDCE:**

To be eligible for office, a member must be a member in good standing with the Association for a period of no less than (1) continuous year;

**C. A MEMBER IN GOOD STANDING:**

“Good standing” shall relate, to a member who has consistently paid their dues during the term of their membership, has been a supporter of the Association and has not been involved in any actions against the Association, including lawsuits, propaganda against the Association, and/or libelous behavior towards ASDCE.

**SECTION 7: ELECTIONS**

**A. TERMS OF ELECTED OFFICE:**

The Executive Officers and Elected members of the Board of Directors shall be elected by the Members of the Association and shall hold office for (3) three years and until the installation of their successors. The terms of office shall be from January 1st through December 31st.

**B. ELECTIONS HELD IN ROTATION:**

The Officers shall be elected in rotation to ensure continuity of experience on the Board. For Directors taking office January 1st, the term of office shall be by lot with four (4) Directors receiving three (3) year terms and four (4) Directors receiving 1 year terms. Thereafter and commencing with the election of 2012, the term of office for all Directors shall be 3 years. Directors can serve an unlimited number of successive terms.

**C. NOMINATION PROCEDURE:**

Prior to the November 1st Election date, the Board of Directors shall notify the members of upcoming vacancies on the Board by September 1st. Candidates, who are members in good standing, shall declare their intention in writing, to seek election to the Board of Directors, on a form which shall contain such instructions as may be prescribed by the Board of Directors and must be filed with the Secretary/Treasurer no later than October 1st.

**D. NOTICE OF ELECTION:**

Notice of an election shall be by bulletin distributed at the workplace, by U.S. mail, Email, in the official publication of the Association or any combination thereof. Notice of election must be made on or before October 15th, which is the beginning of the election period, when ballots are provided to members. Ballots shall be made available to members, postmarked by October 15th, approximately two (2) weeks prior to the November 1st election deadline for the ballot count.

**Election of the Board of Directors Timeline & Calendar**

<b>September 1st</b>	<b>October 1st</b>	<b>October 15th</b>	<b>Oct. 15 - Nov. 1st</b>	<b>Nov. 1st</b>	<b>Jan. 1st</b>
Notification of vacancies on the Board must be made to members.	Deadline for members to declare intentions in writing to run for election to the Board of Directors.	Notice of election sent out to members. Deadline to make ballot packets available to members, and postmarked.	Two (2) week election period. Vote conducted by mailed secret ballot.	Ballots must be received by 5:00 PM PST.  Vote count after 5:00 PM PST	Elected Directors take office on January 1st.

E. VOTING BY MAILED SECRET BALLOT:

Voting procedures for mailed secret ballot election shall be conducted by the Board of Directors as set by these bylaws and ASDCE Policy. Voting will take place by mailed secret ballot starting on October 15th and ending November 1st. Only members can vote. Each member shall be furnished with a ballot containing the names of candidates to be voted on and shall be entitled to vote for each office and for each position to be filled for the election. Returned ballots must be received at the special election post office box no later than 5:00 PM PST on November 1st when ballots are counted.

H. VOTES TO ELECT:

Candidates receiving the greatest number of votes in the election shall take office January 1st. In case two or more candidates for Board of Directors shall receive an equal number of votes, a coin toss determines the outcome.

## **ARTICLE 5: EXECUTIVE OFFICERS & DIRECTORS**

### SECTION 1: POSITIONS

The positions of President, Vice President, Secretary /Treasurer, and Chief Steward compose the Executive Board of Directors and shall be known as the Executive Officers.

### SECTION 2: TERMS OF OFFICE

The term of the Executive Officers shall be (3) three years. Directors can serve an unlimited number of successive terms. The Officers shall be elected in rotation to ensure continuity of service experience on the Board. For Directors taking office January 1st, the term of office shall be by lot with four (4) Directors receiving three (3) year terms and four (4) Directors receiving 1 year terms. Thereafter and commencing with the election of 2012, the term of office for all Directors shall be 3 years.

### SECTION 3: THE EXECUTIVE OFFICERS SHALL BE ELECTED

The Executive Officers shall be elected, from within the Board of Directors, by majority vote of the Board of Directors and shall serve for a period of (3) three years. Any tie ballots for the election of an Executive Officer shall be resolved by a "coin toss." Executive Officer elections shall be conducted at the first meeting of the Board of Directors following its election, but in no case later than January 15th of each year.

### SECTION 4: STANDARDS OF CONDUCT

Any Director or Directors of the Association whose service is unsatisfactory or who neglects the duties of his or her office shall be subject to recall at an election which may be called upon petition, stating the reason for recall, being signed by twenty-five (25) percent of the members of the Association. Said Directors shall be considered recalled and his or her office declared vacant when over fifty percent (50%) of the membership vote for recall. Election to be held within thirty (30) days of the first regular meeting of the Board of Directors after the petition is received.

### SECTION 5: VACANCIES

Any vacancy which may arise on the Board of Directors, other than the expiration of a regular (3) year terms, shall be filled by appointing the person who received the fourth next highest vote count in the last regular election for the Board of Directors. In the event more vacancies occur before the next regular election, the Board may fill the position by either special election or temporary appointment.

## SECTION 6: ABSENCES

Any Director who is absent him/herself from three (3) meetings, unless such absences is occasioned by Department business, illness or unavoidable absence from the County, his office shall be declared vacant by a majority vote of the Directors. Such vacancy or vacancies shall immediately be filled in the manner provided for in these Bylaws.

## SECTION 7: RESIGNATION AND TERMINATION

The Board of Directors shall have the power to remove any Executive Officer of the Association (President, Vice President, Secretary/Treasurer or Chief Steward) from their position as such officer, by a two-thirds majority vote at a regular or special meeting but such removal shall not affect their status as a Board of Director of the Association. If a Director chooses to resign his or her position on the board, or as an officer, the person may do so with two weeks notice to the Board.

## SECTION 8: DUTIES OF THE PRESIDENT – CHAIR OF THE BOARD OF DIRECTORS

The President Shall:

- A. Act as Chief Executive Officer in the position of President of the Association subject to the control of the Board of Directors;
- B. Have general supervision over all matters pertaining to the Association, the activities of the officers, the activities of paid staff, see that harmony is preserved and the laws of the Association enforced;
- C. Preside at all meetings of the Board of Directors as Chair; and call meetings of the Association when necessary;
- D. Perform all duties to the office of President as may be required by law, by the Articles of Incorporation, by these Bylaws or by the Board of Directors;
- E. Have the power to appoint committee chairpersons, with approval of the Board of Directors, and may act as ex-officio member of said committees;
- F. Hold a non-voting position on the Board of Directors. If there is a tie vote from the Board of Directors, the President shall have the deciding vote;
- G. Cede his/her authority to the Vice President upon written notice to the board of Directors in the case of an extended absence.

## SECTION 9: THE DUTIES OF THE VICE-PRESIDENT-VICE CHAIR

The Vice-President shall:

- A. Assist the President; and to act as presiding officer and perform all other duties of the President in the absence of such officer.
- B. Maintain and build membership of the Association.

## SECTION 10: THE DUTIES OF THE SECRETARY/TREASURER

The Secretary/Treasurer shall:

- A. Be responsible for handling such administrative and secretarial duties as the Board of Directors may direct;
- B. Make and preserve all minutes of the meetings of the Association and the Board of Directors. The Secretary/

Treasurer shall read the minutes of each meeting, if requested to do so by the President, and shall maintain a Record of Attendance of all meetings;

- C. Be responsible to certify and keep the original, or copy of these Bylaws as amended or otherwise altered to date;
- D. Be responsible to receive and account for all monies belonging to the Association and without undue delay deposit same to the credit of the Association in banks or depositories approved by the Board of Directors, and to be the custodian of the same, to issue checks only when properly signed; to keep records showing the amounts received by him/her, and amounts disbursed by him/her, and report monthly to the Executive Officers, quarterly to the Board of Directors, or upon request by the Board of Directors, any receipts and disbursements and the amounts of all monies on hand belonging to the Association;
- E. Perform all duties incident to the Office of Secretary/ Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws or which may be assigned to him or her by the Board of Directors.

#### SECTION 11: THE DUTIES OF THE CHIEF STEWARD

The Chief Steward shall:

- A. Preside over the Stewards and Stewards Committees and shall act as liaison between the Executive Officers and the Stewards,
- B. Facilitate communication between the Association leadership and the general membership, and vice versa;
- C. Promote an effective relationship between the Association and the County of San Diego by assisting in settling grievances at the lowest possible level of the grievance procedure and defending the Memorandum of Agreement on behalf of the Association and its members;
- D. Provide representation for members in grievance and related matters;
- E. Preside over Labor Management Committee Meetings as chairperson.

### **ARTICLE 6: MEETINGS OF MEMBERS**

#### SECTION 1: GENERAL MEETINGS OF THE MEMBERSHIP

The Association shall hold an annual meeting of members in the County of San Diego, State of California, in the month of March of each year, on a date to be fixed in each case by the Board of Directors. The main purpose of the Annual General Membership Meeting is to report the "Annual Financial Report" to members. Voting on proposals and amendments may also be conducted with a quorum.

#### A. NOTICE REQUIREMENTS:

No annual or special meeting of the Membership shall be called without first notifying all members, designating time and place of such meeting. Written notice of the time and place for such a meeting shall be given to the membership by U.S. mail, at the workplace, by email or through the official publication of the Association. Said notice shall be communicated to the membership not less than two (2) weeks or fourteen (14) calendar days prior to the date of the meeting, preferably 30 days prior to the meeting.

B. QUORUM REQUIREMENTS FOR VOTING:

For voting purposes on amendment(s) or proposal(s), a quorum for general membership meetings and special meetings shall consist of twenty five percent (25%) of the voting membership of the Association. In absence of a quorum, any meeting of the members may be adjourned by the vote of a majority of the votes represented in person at the meeting, and no business requiring a vote of the membership shall be transacted at such meeting.

C. QUORUM REQUIREMENTS WHEN NOT VOTING:

Any general membership meeting or special membership meeting where there is no voting on amendment(s) or proposal(s) requires a quorum of six (6) Board of Directors and any members present. Non-voting membership meetings may be adjourned by the vote of a majority of the votes represented in person at the meeting.

D. MAJORITY ACTION AS MEMBERSHIP ACTION:

Every action taken by a majority of members at a duly held meeting at which a quorum is present is the act of this Association. These Bylaws may only be amended, repealed or rewritten upon a two thirds (2/3rds) majority vote for the quorum at a duly noted meeting.

E. PROVISION FOR THE FULLEST OPPORTUNITY TO VOTE:

In determining the manner of providing notice and/or manner of voting, the Board of Directors shall give paramount consideration to providing the membership the fullest opportunity to vote.

SECTION 2: OTHER OR SPECIAL MEETINGS

The Association shall hold other meetings of members at the call of the Board of Directors. The Board of Directors shall call special meetings of members for voting purposes only upon written request thereof signed by fifteen percent (15%) of the members of the Association.

SECTION 3: PLACE OF MEETINGS

The place at which meetings of the members shall be held shall be determined by the Board of Directors.

SECTION 4: THE ORDER OF BUSINESS AND CONDUCT OF ALL MEETINGS:

Except as otherwise provided by these bylaws, the meetings of the Association shall be conducted in accordance with the rules contained in Robert's Rules of Order, latest revised edition. At all meetings of the Association the order of business shall be that as prescribed by the President.

SECTION 5: VOTING OF THE GENERAL MEMBERSHIP:

In determining the manner of providing notice and/or manner of voting, the Board of Directors shall give paramount consideration to providing the membership the fullest opportunity to vote. Therefore, The Board of Directors may conduct voting of the general membership by members present at a general membership meeting according to Article 9 or by mailed secret ballot to all members as needed. Voting by mailed secret ballot shall be conducted according to Article 4, Section 7: E, and ASDCE Policy. Amendments to the Constitution and Bylaws shall only be conducted according to ARTICLE 9 of these Bylaws.

Every action taken by a majority vote of the members returning ballots by mailed secret ballot or voting in person according to election notice and quorum requirements is the act of this Association.

## ARTICLE 7: COMMITTEES

### SECTION 1: AUTHORIZATION TO ESTABLISH COMMITTEES

The Board of Directors shall establish committees as it deems necessary and have authority over all committees. Any member may participate on any committee selected by each committee chairperson.

### SECTION 2: APPOINTMENTS OF CHAIRPERSONS TO COMMITTEES

The President shall, with the approval of the Board of Directors, annually appoint chairpersons to committees deemed necessary by the Board of Directors. Each committee chairperson shall have the authority to select and ratify its committee members.

## ARTICLE 8: FINANCES

### SECTION 1: DUES

#### A. SETTING AND COLLECTING DUES:

The biweekly dues assessments for all members shall be set by the Board of Directors at a level no greater than 75% of one hour's gross pay, per pay period, of each class of Crafts Bargaining Unit Employees or any other County of San Diego Employee Bargaining Units affiliated with this Association, calculated at the current step for each classification.

#### B. DECREASING DUES:

The Board of Directors shall by two-thirds (2/3rds) majority vote have the authority to decrease the contribution of the membership and by doing so, amend the Constitution and Bylaws to decrease the dues contribution. The dues shall be reduced only in the event the dues percentage figures can be decreased without jeopardizing the financial status of the Association.

#### C. INCREASING DUES:

Any increase to the percentage figure of 75% of one hour's gross pay per pay period, shall require a majority vote of the general membership of the Association by amending the Constitution and Bylaws according to ARTICLE 9.

#### D. FAILURE TO PAY DUES:

Any member failing to pay his/her dues shall be suspended by the Board of Directors after notice, and shall only be reinstated upon resumption of payment of dues collected by payroll deduction, through written authorization to the San Diego County Auditor Controller.

#### E. DUES PAYMENTS ESTABLISHING MEMBERSHIP IN GOOD STANDING:

A member who has given written authorization of dues by payroll deduction shall be in "good standing" for as long as the members' dues are collected by payroll deduction.

### SECTION 2: FUNDS

#### A. THE AUTHORITY TO ALLOCATE AND INVEST FUNDS:

The Board of Directors has the authority to allocate and invest funds as stated in these bylaws. The Association shall keep its

money in funds that provide for efficient management of the Association. No portion of said funds shall be paid out except for, Association expenses as authorized in ARTICLE 8, Section 4, and for investment purposes as authorized in ARTICLE 8, Section 3.

B. MEMBERS POWER TO INCUR EXPENSES:

Members of this Association, whether serving upon committees or in their private capacity, shall not have the power to incur any expense in the name of the Association without first obtaining consent from a majority of the Board of Directors;

C. RECORDS, STATEMENTS & REPORTS:

Financial records, statements and reports of the accounts of the Association's property, business transactions, assets, liabilities, receipts, disbursements, gains and losses are to be accurately kept and maintained under the supervision of the Board of Directors.

D. ANNUAL FINANCIAL REPORT:

At the end of the year, the Board shall cause an annual financial report to be furnished no later than ninety (90) days after the close of the Association's fiscal year December 31st, to all directors of the Association and to any voting member who requests it in writing. These audited records shall be made and reported to the general membership at the "Annual Meeting of Members" held in March. The primary goal is the proper execution of all financial instruments, deposits and funds and to make these records accessible, open, and transparent to the membership.

SECTION 3: INVESTMENT OF MONEY

The Board of Directors shall invest funds, available for investment, by deposit all or a portion thereof in a bona fide financial institution located in San Diego County. The Board of Directors may, from time to time, by vote of the Board, direct the bank to invest in different types of securities.

SECTION 4: ALLOCATION OF FUNDS

No monies shall be expended by the Association except for the following purposes:

A. TO PAY FOR EXPENSES NECESSARY TO OPERATE:

Monies shall be expended to pay for any expenses necessary for the successful management, maintenance and operation of the Association, including professional services i.e. legal counsel, financial management and paid staff; where, in the opinion of a majority of the Board of Directors voting at a regular meeting, the allocation of funds is deemed necessary;

B. TO SUPPORT ANY ACTIVITY OR CHARITABLE ORGANIZATION WITH STRICT LIMITATIONS:

To incur expenses to support any activity or charitable organization, which promotes or directly benefits Association members with strict limitations as set by ASDCE Policy, when approved by the Board of Directors;

C. PROHIBITED ALLOCATIONS OF FUNDS:

This Association shall not loan its funds to any member.

SECTION 5: WARRANTS (Checks)

Warrants (Checks) shall be signed by one (1) of the following: the President, Vice-President, Secretary/ Treasurer or Executive Director of the Association of San Diego County Employees. The policy of financial institutions may require one (1) signature.

## **ARTICLE 9: AMENDMENTS TO THE CONSTITUTION AND BYLAWS**

### SECTION 1: PROCEDURE TO AMEND THE CONSTITUTION AND BYLAWS

Amendments to these by-laws may be proposed from time to time by any member, Director or Officer. Amendments which receive the approval of a majority vote of Directors present at a regularly scheduled Board of Director's meeting, or which are presented to the Board of Directors by a petition bearing the signatures of at least twenty five percent (25%) of the membership, shall be presented to the members at a special election to be held within (30) calendar days after the amendment is approved by the Board of Directors or is presented by such a petition. Any such amendment receiving the approval of a (2/3rds) majority of members voting in such special election shall go into effect as soon as possible.

### SECTION 2: VOTING REQUIREMENTS TO AMEND THE CONSTITUTION AND BYLAWS

Voting to amend this Constitution and Bylaws or for any proposal to be placed before the membership shall only be conducted at or after a general meeting of the membership held for the sole purpose of explaining the amendment(s) and/or proposal(s);

#### A. WRITTEN NOTICE:

Written notice of the time and place for such a meeting shall be given to the membership by U.S. mail, at the workplace or through the official publication of the Association. Said notice shall be communicated to the membership not less than two (2) weeks or fourteen (14) calendar days prior to the date of the meeting.

#### B. BALLOTS:

Ballots for voting on amendment(s) or proposal(s) shall contain a reasonable description of the matter being voted upon.

## **ARTICLE 10: MISCELLANEOUS PROVISIONS**

### SECTION 1: POWER TO BIND THE ASSOCIATION

Except to the extent specified in this Constitution and Bylaws, no Board of Director or Executive Officer of ASDCE shall have the power to act as agent for or otherwise bind this Association in any way, whatsoever. No member or group of members or other person or persons shall have the power to act on behalf of or otherwise bind the Association except to the extent specifically authorized in writing by the Executive Board of the Association and recorded in the minutes.

### SECTION 2: LIMITATION CLAUSE

Notwithstanding any of the above statements of purposes and powers, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this organization.

### SECTION 3: SUBSUMATION:

The Association may not affiliate with, or be absorbed by, any other labor organization without the express written agreement of two-thirds of the active members;

### SECTION 4: DISSOLUTION:

In the event that the active members vote, by two-thirds majority, to dissolve the organization, the assets shall be distributed to active members, in accordance to the schedule by which they were contributed.



**ARTICLE 11: INCORPORATION**

SECTION 1: INCORPORATION RULES

This Association shall be incorporated under the laws of the State of California whenever the majority of the Board of Directors shall so decide; provided, however, that, if, as, and when it is so incorporated, the same shall for all purposes be deemed a continuation of this Association of San Diego County Employees and not a new association.

**ARTICLE 12: BYLAWS EFFECTIVE**

SECTION 1: WHEN THESE BYLAWS TAKE EFFECT

These Bylaws shall take effect and be in force as soon as approved by the Members of the Association of San Diego County Employees.

SECTION 2: EXCEPTIONS

During the Association’s first year of operation, ending December 31, 2012, the Interim Board of Directors shall conduct the business of the Association and set up the organization and its structure. Upon adoption and Certification of these Bylaws, the Interim Board of Directors shall conduct the first election of 8 Directors to take office January 1st. The Interim Board of Directors shall have the authority to set special timelines for this first election schedule in exception to these by-laws.

**CERTIFICATE OF SECRETARY/TREASURER**

**ADOPTION OF BYLAWS**

I, the undersigned, do hereby certify:

1. That I am the duly elected and an acting Association of San Diego County Employees Secretary/Treasurer,
2. That the foregoing Constitution and Bylaws constitute the Constitution and Bylaws of the said Association as amended and adopted by the membership of the Association on October, 23, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name this Constitution and Bylaws, executed on

(Date) \_\_\_\_\_ at San Diego, California.

\_\_\_\_\_  
Secretary/Treasurer

Revised:

Enacted: