

CONSTITUTION
SANTA CRUZ COUNTY MIDDLE MANAGEMENT ASSOCIATION

A California Unincorporated Non-Profit Association

ARTICLE I

- Section 1. **Name:** The name of this organization shall be the **SANTA CRUZ COUNTY MIDDLE MANAGEMENT ASSOCIATION**, hereinafter called Association.
- Section 2. **Use of Name:** The name of the Association shall be used with all official business and activities of the Association and shall not be used otherwise without the approval of the Board of Directors.
- Section 3. **Purposes:** The purposes of this Association shall be to:
- A. promote sound governmental practices, supporting professional excellence for the County of Santa Cruz's managers, and maintain the highest ethical standards in the delivery of services to the public;
 - B. serve as a clearing house so that those involved in departmental management can exchange views, experiences and other information so as to develop a common understanding of County policies, operations and procedures;
 - C. promote opportunities for management development;
 - D. act as exclusive representative for all purposes related to employer-employee relations on behalf of the members of the Santa Cruz County Management Association and other represented employees; and,
 - E. act as exclusive representative for all purposes related to the Association's interaction with the community at large on behalf of the members of the Santa Cruz County Management Association.
- Section 4. **Location:** The principal office for the transaction of the activities, affairs and business of the unincorporated association is located in County building at 701 Ocean Street, Santa Cruz, CA. The Board of Directors may change the principal office from one location to another.
- Section 5. **Non-Profit Operation.**
- A. The Association does not contemplate pecuniary gain or profit to its Members and is organized for nonprofit purposes.
 - B. Notwithstanding any of the statements of purpose and powers contained in these Bylaws, this Association shall not, except to an insubstantial degree,

engage in the activities or exercise any powers that are not in furtherance of the specific purposes of the Association.

ARTICLE II

- Section 1. **Organization.** Members of the Association shall include all employees of Santa Cruz County who have been designated as middle-management by the County of Santa Cruz, who have paid the established dues, and who remain in good standing.
- Section 2. **Meetings:** Regular and special meetings shall be held as provided in the Association By-Laws.

ARTICLE III

Board of Directors

- Section 1. **Board Purpose.** The Board of Directors shall evaluate, develop, and promote policies and proposals affecting members of the Association, and be responsible for all administrative functions of the Association. The Board shall keep the membership informed of its actions and be subject to the direction of the membership. The Board of Directors shall hold at least one meeting annually and additional meetings as necessary to discuss policies and functions of the Association.
- Section 2. **Board Composition:** The Board of Directors shall consist of nine (9) members in good standing. There can be no more than two directors from any one department at the same time.
- Section 3. **Term of Office:** Term of office shall be as provided in the Association By-Laws.

ARTICLE IV

Amendments

- Section 1. The Constitution may be amended at any meeting with a super-majority vote of at least 60% of those present or by mailed or emailed ballot to the Board, or by electronic voting of the Board. In any case, a 60% majority vote of those voting is required to affirm approval.
- Section 2. Notice of a proposed amendment to the Constitution shall be given to members in writing or electronically at least fifteen days prior to a meeting or the ballot due date in case of a mail or email or electronic ballot.
- Section 3. In mail or email or electronic voting, the decision will rest on the tally of votes returned by the deadline for mail or email or electronic ballots.

BY-LAWS
SANTA CRUZ COUNTY MIDDLE MANAGEMENT ASSOCIATION

ARTICLE I
Membership

- Section 1. **Membership.** Membership shall be established by regular payroll deduction, if agreed to with the County of Santa Cruz, or by payment in advance on a pro-rated basis, of annual dues of a maximum ten dollars a month (120 dollars per year, pro-rated on a calendar year basis). The membership shall vote on any proposed change in the dues amount.
- Section 2. **Represented Non-Members.** A “represented non-member” is a person employed in a management position whose classification has been assigned to a bargaining unit represented by the Association but who is not a member of the Association.
- Section 3. **Good Standing.** For purposes of these Bylaws, a “Member in Good Standing” shall be defined as a Member who has submitted to the Association their dues deduction authorization form prior to any regular or special meeting of the Members, whose membership is accepted by the Board, who is not suspended and whose membership has not been terminated, and who has complied with all other applicable requirements of membership in the Association.
- Section 4. **No Discrimination.** No member of the Association (“Member”) shall be favored or discriminated against, directly or indirectly, in any facet of Association membership, right, privilege or benefit because of the Member’s race, color, creed, national origin, religion, sex, sexual orientation or political affiliation .
- Section 5. **Termination, Expulsion and Suspension of Membership.** Membership in the Association may be terminated, expelled or suspended upon the occurrence of any of the following events:
- A. **Voluntary Resignation.** Voluntary resignation of a Member with written notice to the Association.
 - B. **Ineligibility.** The occurrence of any event that renders a Member ineligible for membership, or the failure of any Member to satisfy the membership qualifications set forth herein or otherwise promulgated by the Association.
 - C. **Failure to Pay Dues.** The failure to pay dues, fees or assessments (if the Member is so required by these Bylaws) on the due date, unless on an approved leave of absence from the County of Santa Cruz.
 - D. **Expulsion and Suspension.** A Discipline Committee may be authorized by the Board to investigate and make a determination as to whether or not a Member has in a material and serious manner failed to observe the rules

of conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.

E. Discipline Committee.

1. The Discipline Committee shall be comprised of three (3) Members in Good Standing of the Association named by the Board of Directors. The Discipline Committee members shall serve as needed. At least one member shall be a Member not currently serving on the Board.
2. A member may be fined where a violation of these bylaws results in monetary harm to the Association. Any such fine may not exceed an amount necessary to make the Association whole for the consequences of the wrong doing.
3. The Board of Directors may temporarily suspend a member when it determines the situation warrants immediate suspension. At the next regularly scheduled board meeting, the Board may determine to continue the suspension until such time as a decision is issued on the matter by the Discipline Committee.
4. If the Discipline Committee determines that a reasonable basis exists for the expulsion or suspension of a Member hereunder, the Discipline Committee shall follow the procedure set forth below:
 - (A) The Discipline Committee shall give the Member fifteen (15) days prior written notice of the proposed expulsion or suspension, which shall set forth the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice, and also shall be sent by first class or registered mail to the Member's last address as shown on the Association's or the City's or the County's records.
 - (B) The Member shall be given an evidentiary hearing before the Discipline Committee, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement shall be considered, by the Discipline Committee.
 - (C) Within seven (7) days of the date of consideration by the Discipline Committee of the Member's challenge to a proposed expulsion or suspension, the Discipline Committee shall vote upon the proposed expulsion or suspension. In the event that a majority of the Discipline Committee votes in favor of the proposed expulsion or

suspension, the Member shall be suspended or expelled as the Discipline Committee so determines.

5. **Appeal.** Any expelled or suspended Member may appeal a determination of expulsion or suspension by serving a Notice of Intent to Appeal to the full Board of Directors within twenty (20) days of the effective date of the expulsion or suspension. All appeals shall be subject to hearing before the Board. The ruling of the Board following the appeal hearing shall be final and binding upon the expelled or suspended Member, and shall represent the final decision of the Association with respect to that matter. No Board member who sat on the Discipline Committee may hear the appeal.

Section 6. **Association Obligations.** Association Obligations include, but are not limited to:

- A. Organizing new units and/or classifications;
- B. Contract negotiations and enforcement;
- C. Representation.
 1. **Grievances.** The Association shall, where requested in writing, provide support consistent with its duty of fair representation for employees who file grievances.
 2. **Discipline.** Disciplinary matters are not subject to the MOU's grievance procedure. Accordingly, the Association shall not provide representation in discipline matters. Members may utilize the Association's attorney at their own cost.

(1)

Section 7. **Arbitration of All Disputes, Claims, and/or Controversies.** In accordance with the Federal Arbitration Act, 9 U.S.C. section 1, et seq., and the United States Supreme Court decision of *Gilmer v. Interstate/Johnson Lane Corp.*, 111 S.Ct. 1647 (1991), members shall submit to final and binding arbitration any dispute, claim or controversy arising between them and the Association. Such claims, disputes, and/or controversies specifically include but are not limited to: (i) discrimination claims under Title VII of Civil Rights Act of 1964, 42 U.S.C. section 2000, et seq., the Age Discrimination in Employment Act, 29 U.S.C. section 623, et seq., the Americans with Disabilities Act, 42 U.S.C. section 12101, et seq., and the California Fair Employment and Housing Act, Cal. Gov't Code section 12900, et seq.; (ii) claims for tortious violation of the duty of fair representation (i.e., "DFR" claims); and (iii) claims based on the obligation to pay membership dues to the Association. In addition and in accordance with the authorities cited above, members expelled or suspended from membership under Article V of these Bylaws shall submit to final and binding arbitration any

dispute, claim or controversy arising out of such expulsion or suspension concerning any alleged violations of Article V's disciplinary procedures.

A member may allege a violation of any law for which this provision requires binding arbitration. For each such cause of action alleged the arbitrator shall use the decisional case law under the statute to decide the issues of liability and remedies as to the cause of action. The statute of limitations for any cause of action shall be determined by the statutory and case law for the cause of action. In all cases arising under this section, an impartial arbitrator will be selected by the American Arbitration Association. The arbitrator's fees and expenses will be paid in full by the Association. Notwithstanding the preceding, in those cases where an expelled or suspended member submits to arbitration an alleged violation of Article V's disciplinary procedures, such individual shall pay half of the arbitrator's fees and expenses, which amount shall be held by the Association in an interest-bearing, escrow account until the arbitrator renders a decision. If the arbitrator ultimately rules in favor of the individual, the Association will reimburse such individual with the amount held in escrow, with interest, and pay in full the arbitrator's fees and expenses. If the arbitrator rules in favor of the Association, the monies held in escrow will be used to satisfy in part the arbitrator's fees and expenses

ARTICLE II

General Membership Meeting

- Section 1. **Regular Meetings.** A general membership meeting shall be held annually at such a time and place to be determined by the Board of Directors. All members in good standing shall be given a minimum of two weeks advance notice of meetings.
- Section 2. **Special Meetings.** Special meetings may be called by the Chairperson of the Association or by majority vote of the Board of Directors or by the petition of at least ten (10) members in good standing. The agenda of the special meeting shall be limited to the specific purpose for which called. All members in good standing shall be given a minimum of three working days advance notice of any special meeting.
- Section 3. **MOU]Ratification.** Memoranda of Understanding (MOU) shall be presented for ratification at regular or special meetings. Affected members shall be notified in writing at least seven (7) days prior to a ratification meeting. Affected members shall be provided with a summary of all changes to the MOU prior to the start of any regular or special meeting at which an MOU is to be considered.
- Section 4. **Voting.** Unless a vote of greater number is required pursuant to these Bylaws, the vote of a simple majority of the Regular Members eligible to vote and present at a meeting shall be sufficient to decide any issue presented to the membership. Voting may be by voice, ballot or electronic ballot, except that any election of the

Board of Directors or officers must be by ballot if, before voting begins, it is demanded by any Regular Member eligible to vote and present at the meeting. All business of the Association conducted at membership meetings shall be conducted on the principle that a Member eligible to vote shall be entitled to cast one (1) vote. Original written ballots, if used, shall be maintained in the Association's files for a period of sixty (60) days following the vote. After expiration of the 60-day period, the original ballots may be destroyed, but the results of the votes must be maintained in the Association's files for one (1) year.

Section 5. **Voting Eligibility.** Only Regular and Associate Members shall be eligible to vote on issues presented by the Association. Only members who are in classifications assigned to a Bargaining Unit represented by the Association shall be eligible to vote on Bargaining Unit matters. Voting to ratify a successor MOU shall be limited to Members who are eligible to vote and are incumbents in classes assigned to bargaining unit.

ARTICLE III **Board of Directors**

Section 1. **Term of Office:** The term of office shall be three (3) years. Three Directors shall be elected each year, to help insure continuity from one Board to the next.

Section 2. **Board Composition:** The Board of Directors shall consist of nine (9) members in good standing. There can be no more than two directors from any one department at the same time.

Section 3. **Powers.** The ultimate administrative authority of this Association shall be vested in the Board, whose duties shall include:

- A. to meet as often as required for the proper functioning of the Association;
- B. to establish goals and objectives for the Association, and work towards those goals and objectives;
- C. to formulate and be responsible for the interpretation, administration, and execution of the policies and procedures established by the Board;
- D. to fill all vacancies among the Officers and Board Members until the next regular election;
- E. to determine the merit of potential action on behalf of a Member or the Association; and,
- F. to be accountable for the overall direction of the Association.

Section 4. **Nominations.**

- A. Nominations will be made by a Nominating Committee, the Chairperson of which shall be appointed by the President. Persons so nominated must submit a statement indicating their willingness to serve if elected.
- B. Nominations also may be made directly to the President by members in good standing.

Section 5. **Election.** The Board of Directors shall be elected by ballot at the annual meeting of the Association or by mailed or emailed or electronic ballot to the membership, and shall assume office immediately. Elections are to occur annually each November for three board seats.

Section 6. **Removal of Director/Officer.** A Director may be removed from office by showing of good cause by an investigating committee and 2/3 vote of the members at a special or regular meeting.

Section 7. **Vacancy.** In the event of a vacancy on the Board of Directors, the remaining members of the Board of Directors may appoint a new Director to serve until the next regular election.

Section 8. **Board Meetings.**

- A. **Meetings.** The Board shall meet at least once a quarter, at a time and place to be designated by the President. The Board shall also meet at such a time and place as may be directed by the President or by a vote of seven (7) Directors, upon two (2) days' notice duly given to all of the Directors.
- B. **Quorum.** A quorum at all Board meetings shall consist of no less than 6 directors.
- C. Unless otherwise herein provided, each Director shall be entitled to cast one (1) vote, and no voting by proxy shall be allowed at any meeting of the Board, except on changes to the Association By-Laws and Constitution.
- D. **Expenses.** The Directors may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses as may be fixed or determined by resolution of the Board.

ARTICLE IV

Officers of the Association

Section 1. **Officers.**

- A. The officers of the Association shall consist of the President, the Vice President, the Secretary, and the Treasurer. All officers must be regular members in good standing of the Association and be elected in accordance

with Article III, section 5 hereof. The officers of the association shall serve as the Executive Committee.

- B. The officers shall be elected from the Board of Directors by majority vote of the Board Members. The term of office shall be two (2) years.
- C. The officers shall be elected at the first Board of Directors' meeting following the Board election.

Section 2. **Duties.**

- 1. **President.** The President shall be the Chief Executive Officer of the Association and shall, subject to the control of the Board of Directors and the Members, as set forth in these Bylaws, be responsible for the general supervision, direction, and control of the business and the officers of this Association. The President shall preside at all meetings of the Members and the Board of Directors, and shall decide questions of order. The President shall also review or sign official reports, certificates, documents, or correspondence that may require the Association's signature. The President shall have the power to create committees deemed necessary, and shall have the power to appoint to such committees the Chair and Members who are willing to accept said appointment.
- B. The **Vice President** shall:
 - 1. Assist the President in the execution of the duties of the President.
 - 2. Perform the duties of President in case of the absence or incapacity of the President.
 - 3. Perform other duties as directed by the Board.
- C. The **Treasurer** shall:
 - 1. Keep proper books of account of the Association and make such books available to other Board members upon request.
 - 2. Receive and deposit all funds of the Association in a checking and/or savings account in the name of the Association and requiring two out of four of the following signatures: the President, Vice President, Treasurer and Secretary to issue checks or make withdrawals.
 - 3. Prepare the Association's annual budget.

4. Make all disbursements of Association funds by check for all expenditures up to \$500 and for expenditures above that amount approved by the Board of Directors.
5. Sign, with the President, all contract and associated documents.
6. Prepare a quarterly financial report for distribution to the Board that clearly describes the sources and uses of the Association's funds.
7. Review all investment options with the Board. The intent is to minimize the risk when investing the Association's funds.

D. The **Secretary** shall:

1. prepare and send out all Association correspondence;
2. take notes and prepare minutes and records of all meetings of the Association and Board of Directors;
3. provide oversight for member information records including member name, member contact information and membership category; and,
4. maintain an official copy of these Bylaws and make copies available to any Member in Good Standing upon request.

Section 3. **Removal of Officers and Directors.**

- A. Officers or Directors may be removed for cause, including repetitive unexcused absences as determined by a two-thirds vote of the Board. The President may temporarily suspend a Board member where they have determined the situation warrants immediate suspension for cause. At the next regularly scheduled board meeting, the Board may determine to continue the suspension until such time as a decision is issued on the matter following a just cause hearing.
- B. The Board may temporarily suspend the President by at least six (6) directors. At the next regularly scheduled board meeting, the Board, by a vote of six (6) Directors, may determine to continue the suspension until such time as a decision is issued on the matter following a just cause hearing.
- C. Officers or Directors may request a just cause hearing, which shall be conducted by the Discipline Committee. The recommendation of the Discipline Committee shall be presented to the Board for final determination.

Section 4. **Indemnification.**

- A. **Right of Indemnity.** To the fullest extent permitted by law, the Association shall indemnify its Directors and Officers, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as the term is used in Section 7237(a) of the California Corporations Code, and including an action by or in the right of the Association, by reason of the fact that the person is or was a person described in that section. “Expenses”, as used in these Bylaws, shall have the same meaning as in Section 7237(a) of the California Corporations Code.
- B. **Approval of Indemnity.** On written request to the Board by any person seeking indemnification pursuant to Section 14(A), the Board shall promptly determine whether the applicable standard of conduct has been met, and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of the Members eligible to vote. At that meeting, the Members eligible to vote shall determine whether the applicable standard of conduct has been met and, if so, the Members eligible to vote and present at that meeting in person shall authorize indemnification. (Section 7237 of the California Corporations Code).
- C. **Advancement of Expenses.** To the fullest extent permitted by law, and except as otherwise determined by the Board, in any specific instance, expenses incurred by a person seeking indemnification under this Section, in defending any proceeding covered by this Section, shall be advanced by the Association before final disposition of the proceeding, on receipt by the Board of an undertaking by or on behalf of that person, that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.
- D. **Insurance.** The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, Officers, Employees and other Agents, against any liability asserted against or incurred by any Director or Officer.

ARTICLE V
Committees

- Section 1. The President shall appoint such committees as are necessary to satisfy the purposes of the Association.

Section 2. Ad Hoc Committees. Ad Hoc Committees may be appointed at any general or special membership meeting, or at the direction of the Executive Board (President, Vice President, Treasurer and Secretary) to address specific questions.

ARTICLE VI
Quorum

Section 1. The good standing members present at any scheduled meeting shall constitute a quorum for the conduct of business, provided at least 10 percent of the total good standing membership is present together with at least one officer of the Association.

ARTICLE VII
Amendments

Section 1. These By-Laws, except provisions on voting rights or dues, may be amended by a super-majority vote of at least 60% of the Board.

ARTICLE VIII
Fiscal Year

Section 1. The Fiscal Year of the Association shall be from January 1 to December 31.

ARTICLE IX
Parliamentary Procedure

Section 1. Robert's Rules of Order shall constitute the authority by which parliamentary procedures shall be determined, except as may be otherwise directed by the Constitution or By-Laws of this Association.

ARTICLE X
Vested Interest

Section 1. No individual member of the Association shall have any vested interest in monies or properties of the Association. If the Association is dissolved, all assets will be contributed to a charitable organization(s) as directed by the Board of Directors.

ARTICLE XI
Dissolution

Section 1. The properties and assets of this nonprofit association are irrevocably dedicated to nonprofit purposes. No part of the net earnings, properties, or assets of this association, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Member, Director, or Officer of this association. Upon dissolution, all remaining properties and assets of the Association shall be distributed equally to the members in good standing.

CERTIFICATION

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Association; and
2. That the foregoing bylaws comprising ___ pages constitute the Bylaws of said Association.

IN WITNESS WHEREOF, I have hereunto subscribed my name on _____, 2019.
